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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549  
ANNUAL REPORT  
FILED PURSUANT TO SECTION 12, 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Partner Communications Company Ltd.

As filed with the Securities and Exchange Commission on March 10, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

Commission file number 1-14968

**PARTNER COMMUNICATIONS COMPANY LTD.**

(Exact Name of Registrant as Specified in its Charter)

ISRAEL

(Jurisdiction of Incorporation or Organization)

8 AMAL STREET  
AFEQ INDUSTRIAL PARK  
ROSH-HA'AYIN 48103  
ISRAEL

(Address of Principal Executive Offices)

Roly Klinger

ExecutiveOffices@orange.co.il

(Name, Telephone, E-mail and/or facsimile Number and Address of Company Contact Person)

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Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**  
American Depositary Shares, each representing  
one ordinary share, nominal value NIS 0.01 per share  
Ordinary Shares, nominal value NIS 0.01 per share\*

**Name of each exchange on which registered**  
The NASDAQ Global Select Market  
The NASDAQ Global Select Market

\* Not for trading, but only in connection with the registration of American Depositary Shares representing such ordinary shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities Registered Pursuant to Section 12(g) of the Act:

NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

NONE

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

ORDINARY SHARES OF NIS 0.01 EACH 155,687,002

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934.

YES  NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow:

ITEM 17  ITEM 18

If this is an annual report, indicate by checkmark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

YES  NO

## TABLE OF CONTENTS

<a href="#"><u>ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u></a>	5
<a href="#"><u>ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</u></a>	5
<a href="#"><u>ITEM 3. KEY INFORMATION</u></a>	5
<a href="#"><u>ITEM 4. INFORMATION ON THE COMPANY</u></a>	31
<a href="#"><u>ITEM 4A. UNRESOLVED STAFF COMMENTS</u></a>	72
<a href="#"><u>ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u></a>	73
<a href="#"><u>ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u></a>	102
<a href="#"><u>ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u></a>	122
<a href="#"><u>ITEM 8. FINANCIAL INFORMATION</u></a>	128
<a href="#"><u>ITEM 9. THE OFFER AND LISTING</u></a>	133
<a href="#"><u>ITEM 10. ADDITIONAL INFORMATION</u></a>	134
<a href="#"><u>ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u></a>	147
<a href="#"><u>ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u></a>	149
<a href="#"><u>ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u></a>	149
<a href="#"><u>ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u></a>	149
<a href="#"><u>ITEM 15. CONTROLS AND PROCEDURES</u></a>	150
<a href="#"><u>ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT</u></a>	151
<a href="#"><u>ITEM 16B. CODE OF ETHICS</u></a>	151
<a href="#"><u>ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES</u></a>	151
<a href="#"><u>ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u></a>	152
<a href="#"><u>ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u></a>	152
<a href="#"><u>ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u></a>	152
<a href="#"><u>ITEM 16G. CORPORATE GOVERNANCE</u></a>	152
<a href="#"><u>ITEM 17. FINANCIAL STATEMENTS</u></a>	152
<a href="#"><u>ITEM 18. FINANCIAL STATEMENTS</u></a>	152
<a href="#"><u>ITEM 19. EXHIBITS</u></a>	152

## INTRODUCTION

As used herein, references to “we,” “our,” “us,” the “Group,” “Partner” or the “Company” are references to Partner Communications Company Ltd. and its wholly-owned subsidiaries, Partner Future Communications 2000 Ltd., Partner Land-Line Communications Solutions LLP, Partner Business Communications Solutions LLP (of which Partner Future Communications 2000 Ltd. serves as the general partner and the Company serves as the limited partner), and, as of March 3, 2011 (the date of acquisition), 012 Smile Telecom Ltd., except as the context otherwise requires. In addition, references to our “financial statements” are to our consolidated financial statements, unless the context requires otherwise.

The Company provides telecommunications services in the following two segments: (1) cellular telecommunications services (“Cellular Services”) and (2) fixed-line communication services (“Fixed-Line Services”), which include: (a) Internet services (“ISP”) that provide access to the internet as well as home WiFi networks, including Value Added Services (“VAS”) such as anti virus and anti spam filtering; and fixed-line voice communication services provided through Voice Over Broadband (“VOB”); (b) Transmission services and Primary Rate Interface (“PRI”); (c) International Long Distance services (“ILD”); outgoing and incoming international telephony, hubbing, roaming and signaling and calling card services. The cellular segment and the fixed-line segment also include operations of equipment selling: mainly handsets, phones, modems, data cards, domestic routers and related equipment. Unless the context indicates otherwise, expressions such as “our business,” “Partner’s business” and “the Company’s business” or “industry” refer to both Cellular and Fixed-Line Services.

In this document, references to “\$,” “US\$,” “US dollars,” “USD” and “dollars” are to United States dollars, and references to “NIS” and “shekels” are to New Israeli Shekels. We maintain our financial books and records in shekels. This annual report contains translations of NIS amounts into US dollars at specified rates solely for the convenience of the reader. No representation is made that the amounts referred to in this annual report as convenience translations could have been or could be converted from NIS into US dollars at these rates, at any particular rate or at all. The translations of NIS amounts into US dollars appearing throughout this annual report have been made at the exchange rate on December 31, 2013, of NIS 3.471= US\$1.00 as published by the Bank of Israel, unless otherwise specified. See “Item 3A. Key Information – Selected Financial Data – Exchange Rate Data”.

## INTERNATIONAL FINANCIAL REPORTING STANDARDS

Our financial statements included in this annual report are prepared in accordance with International Financial Reporting Standards (“IFRS”) published by the International Accounting Standards Board (“IASB”). See “Item 18. Financial Statements” and “Item 5A. Operating and Financial Review and Prospects – Operating Results”.

## FORWARD-LOOKING STATEMENTS

This annual report includes forward-looking statements within the meaning of Section 27A of the US Securities Act of 1933, as amended, Section 21E of the US Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the US Private Securities Litigation Reform Act of 1995. Words such as “believe,” “anticipate,” “expect,” “intend,” “seek,” “will,” “plan,” “could,” “may,” “project,” “goal,” “target” and similar expressions often identify forward-looking statements but are not the only way we identify these statements. All statements other than statements of historical fact included in this annual report, including the statements in the sections of this annual report entitled “Item 3D. Key Information – Risk Factors,” “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects” and elsewhere in this annual report regarding our future performance, revenues or margins, market share or reduction of expenses, and any statements regarding other future events or our future prospects, are forward-looking statements.

We have based these forward-looking statements on our current knowledge and our present beliefs and expectations regarding possible future events. These forward-looking statements are subject to risks, uncertainties and assumptions about Partner, consumer habits and preferences in cellular and fixed-line telephone usage, trends in the Israeli telecommunications industry in general, the impact of current global economic conditions and possible regulatory and legal developments. For a description of some of the risks see “Item 3D Risk Factors,” “Item 4 Information On The Company,” “Item 5 Operating And Financial Review And Prospects,” “Item 8A.1 Legal And Administrative Proceedings” and “Item 11 Quantitative And Qualitative Disclosures About Market Risk”. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this annual report might not occur, and actual results may differ materially from the results anticipated. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****3A. Selected Financial Data**

Our consolidated financial statements for the years ended December 31, 2009, 2010, 2011, 2012 and 2013, have been prepared in accordance with the International Financial Reporting Standards ("IFRS") published by the International Accounting Standards Board ("IASB").

The tables below at and for the years ended December 31, 2009, 2010, 2011, 2012 and 2013, set forth selected consolidated financial data under IFRS. The selected financial information is derived from our consolidated financial statements, which have been audited by Kesselman & Kesselman, our independent registered public accounting firm in Israel and a member of PricewaterhouseCoopers International Limited. The audited consolidated financial statements at December 31, 2012 and 2013 and for the years ended December 31, 2011, 2012 and 2013, appear at the end of this report.

	Year ended December 31,					
	2009	2010	2011	2012	2013	2013
	New Israeli Shekels in millions (except per share data)					US\$ in millions (1)
<b>Consolidated Statement of Income Data</b>						
Revenues	6,079	6,674	6,998	5,572	4,519	1,302
Cost of revenues	3,770	4,093	4,978	4,031	3,510	1,011
Gross profit	2,309	2,581	2,020	1,541	1,009	291
Selling and marketing expenses	387	479	711	551	462	133
General and administrative expenses	290	306	291	236	217	63
Impairment of goodwill			87			
Other income, net	69	64	105	111	79	23
Operating profit	1,701	1,860	1,036	865	409	118
Finance income	22	22	33	21	29	8
Finance expenses	198	203	327	255	240	69
Finance costs, net	176	181	294	234	211	61
Profit before income tax	1,525	1,679	742	631	198	57
Income tax expenses	384	436	299	153	63	18
Profit for the year	1,141	1,243	443	478	135	39
<b>Earnings per ordinary share and per ADS</b>						
Basic:	7.42	8.03	2.85	3.07	0.87	0.25
Diluted	7.37	7.95	2.84	3.07	0.86	0.25
<b>Weighted average number of shares outstanding (in thousands)</b>						
Basic:	153,809	154,866	155,542	155,646	155,687	155,687
Diluted:	154,817	156,296	155,779	155,773	156,199	156,199

	Year ended December 31,					
	2009	2010	2011	2012	2013	2013
	New Israeli Shekels in millions (except per share data)					US\$ in millions (1)
<b>Other Financial Data</b>						
Capital expenditures (2)	522	435	468	558	413	119
Adjusted EBITDA (3)	2,304	2,570	2,178	1,602	1,114	321
Dividend per share (4)	6.86	7.85	2.25	1.03	—	—
Capital reduction	—	9.04	—	—	—	—
<b>Statement of Cash Flow Data</b>						
Net cash provided by operating activities	1,753	1,958	1,570	1,705	1,539	443
Net cash used in investing activities	(732)	(486)	(1,085)	(471)	(498)	(143)
Net cash used in financing activities	(876)	(1,480)	(274)	(1,218)	(1,108)	(319)
<b>Balance Sheet Data (at year end)</b>						
Current assets	1,807	1,830	2,308	2,120	1,703	490
Non current assets	3,816	3,797	4,779	4,297	3,784	1,090
Advance payment in respect of the acquisition of 012 smile	—	30	—	—	—	—
Property and equipment	2,064	2,058	2,051	1,990	1,791	516
License and other intangible assets	1,260	1,077	1,290	1,217	1,167	336
Goodwill	—	—	407	407	407	117
Deferred income tax asset	14	—	30	36	12	4
Total assets	5,623	5,627	7,087	6,417	5,487	1,580
Current liabilities (5)	1,915	1,826	1,889	1,525	1,374	395
Long-term liabilities (5)	1,746	3,175	4,773	4,151	3,239	933
Total liabilities	3,661	5,001	6,662	5,676	4,613	1,328
Shareholders' equity	1,962	626	425	741	874	252
Total liabilities and shareholders' equity	5,623	5,627	7,087	6,417	5,487	1,580

- (1) The translations of NIS amounts into US dollars appearing throughout this annual report have been made at the exchange rate on December 31, 2013, of NIS 3.471 = US\$1.00 as published by the Bank of Israel, unless otherwise specified. See "Item 3A. Key Information – Selected Financial Data – Exchange Rate Data".
- (2) Capital Expenditures represent additions to property and equipment and computer software.
- (3) Adjusted EBITDA as reviewed by the Chief Operating Decision Maker ("CODM") represents earnings before interest (finance costs, net), taxes, depreciation, amortization (including amortization of intangible assets, deferred expenses-right of use, and share based compensation expenses) and impairment charges, as a measure of operating profit. Adjusted EBITDA is not a financial measure under IFRS and may not be comparable to other similarly titled measures for other companies. Adjusted EBITDA may not be indicative of the Company's historic operating results nor is it meant to be predictive of potential future results. We use the term "Adjusted EBITDA" to highlight the fact that amortization includes amortization of deferred expenses – right of use and employee share-based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods.
- (4) The dividend per share was calculated in respect of the period for which it was announced. For the year ended December 31, 2013, no dividend has been declared by the Company. During 2012, the Company declared a dividend in the amount of approximately NIS 160 million (US\$ 43 million), or NIS 1.03 per share. The aggregate total dividend for 2011 was NIS 350 million or NIS 2.25 per share.
- (5) See Notes 15 and 16 to the consolidated financial statements for information regarding long-term liabilities and current maturities of long-term bank loans and notes payable.

The tables below at and for the years ended December 31, 2009, 2010, 2011, 2012 and 2013, set forth a reconciliation between operating cash flow and Adjusted EBITDA.

	Year ended December 31,					US \$ in millions (1)
	2009	2010	2011	2012	2013	
New Israeli Shekels in millions						
<b>Reconciliation Between Operating Cash flow and Adjusted EBITDA</b>						
Net cash provided by operating activities	1,753	1,958	1,570	1,705	1,539	443
Liability for employee rights upon retirement	(1)	(8)	26	12	14	4
Accrued interest, exchange and linkage differences on long-term liabilities	(167)	(160)	(289)	(222)	(213)	(62)
<b>Increase (Decrease) in accounts receivable and assets:</b>						
Trade	229	214	190	(467)	(566)	(163)
Other (*)	16	34	2	16	2	1
Inventories	33	(57)	58	(65)	(5)	(1)
<b>Decrease (Increase) in accounts payable and accruals:</b>						
Trade	(43)	40	37	106	114	33
Parent group-trade	17	(38)	(70)	72		
Other (*)	(43)	(15)	54	65	17	5
Decrease (Increase) in asset retirement obligation	1	(1)	(1)	(1)	(1)	***
Income tax paid	339	426	311	153	9	3
Finance costs, net (**)	170	177	290	228	204	58
Adjusted EBITDA (2)	<u>2,304</u>	<u>2,570</u>	<u>2,178</u>	<u>1,602</u>	<u>1,114</u>	<u>321</u>

(1) The translations of NIS amounts into US dollars appearing throughout this annual report have been made at the exchange rate on December 31, 2013, of NIS 3.471 = US\$1.00 as published by the Bank of Israel, unless otherwise specified. See "Item 3A. Key Information – Selected Financial Data – Exchange Rate Data".

(2) Adjusted EBITDA as reviewed by the Chief Operating Decision Maker ("CODM") represents earnings before interest (finance costs, net), taxes, depreciation, amortization (including amortization of intangible assets, deferred expenses-right of use, and share-based compensation expenses) and impairment charges, as a measure of segment profit. Adjusted EBITDA is not a financial measure under IFRS and may not be comparable to other similarly titled measures for other companies. Adjusted EBITDA may not be indicative of the Company's historic operating results nor is it meant to be predictive of potential future results. We use the term "Adjusted EBITDA" to highlight the fact that amortization includes amortization of deferred expenses – right of use and employee share-based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods.

(\*) Excluding provision for tax expenses.

(\*\*) Finance costs, net excluding any charge for the amortization of borrowing costs that were capitalized before the launch of the cellular network.

(\*\*\*) Representing an amount less than 1 million.

	At December 31,		
	2011	2012	2013
<b>Cellular Industry Data</b>			
Estimated population of Israel (in millions) (1)	7.8	8.0	8.1
Estimated Israeli cellular telephone subscribers (in millions) (2)	10.0	10.2	10.1
Estimated Israeli cellular telephone penetration (3)	128%	125%	125%

	Year ended December 31,				
	2009	2010	2011	2012	2013
<b>Partner Data</b>					
Cellular subscribers (000's) (at period end) (4)	3,042	3,160	3,176	2,976	2,956
Pre-paid cellular subscribers (000's) (at period end) (4)	811	870	894	874	823
Post-paid cellular subscribers (000's) (at period end) (4)	2,231	2,290	2,282	2,102	2,133
Share of total Israeli cellular subscribers (at period end) (5)	32%	32%	32%	29%	29%
Average monthly usage per cellular subscriber ("MOU") (mins.) (6)	364	366	397	450	522
Average monthly revenue per cellular subscriber including roaming ("ARPU") (NIS) (7)	151	148	111	97	83
Churn rate for cellular subscribers (8)	18%	21%	29%	38%	39%
Number of fixed-lines (000's) (9,10) (at period end)		69	292	288	299
ISP subscribers (000's)(10) (at period end)		60	632	587	583
Estimated cellular coverage of Israeli population (at period end) (11)	98%	99%	99%	99%	99%
Number of employees (full time equivalent) (at period end) (12)	5,670	6,068	7,891	5,396	4,045

(1) The population estimates are as published by the Central Bureau of Statistics in Israel as of December 31, 2013.

(2) We have estimated the total number of Israeli cellular telephone subscribers based on Partner subscriber data as well as information contained in published reports and public statements issued by operators and data regarding the number of subscribers porting between operators.



- (3) Total number of estimated Israeli cellular telephone subscribers expressed as a percentage of the estimated population of Israel. The total number of estimated cellular telephone subscribers includes dormant subscribers as well as other subscribers who are not included in the Israeli population figures, such as Palestinians, visitors, and foreign workers.
- (4) In accordance with general practice in the cellular telephone industry, we use the term "subscriber", unless the context otherwise requires, to indicate a telephone or a data or video device, rather than either a bill-paying network customer, who may have a number of telephones connected to the network, or a cellular telephone user who may share a single telephone with a number of other users. "Subscriber" includes our pre-paid customers. A pre-paid subscriber is recognized as such only following the actual use of his pre-paid SIM card and, as of January 2011, only once they have generated revenues in the amount of at least one shekel (excluding VAT).
- References to the number of subscribers are stated net of subscribers who leave or are disconnected from the network, or who have not generated revenue for the Company for a period of over six consecutive months ending at a reporting date.
- (5) Total number of Partner subscribers expressed as a percentage of the estimated total number of Israeli cellular subscribers.
- (6) We have calculated our average monthly usage per cellular subscriber by (i) dividing, for each month in such period, the total number of minutes of usage, excluding in roaming usage, during such month by the average of the number of our subscribers, and (ii) dividing the sum of such results by the number of months in the relevant period. MOU data includes total incoming minutes to subscribers of those MVNO operators which Partner hosts on its network. In view of the continued increase in the proportion of cellular subscribers with bundled packages that include large or unlimited quantities of minutes, the Company believes that reporting MOU is no longer beneficial to understanding the results of operation, and therefore the Company will not be reporting MOU figures in the future.
- (7) We have calculated our average monthly revenue per cellular subscriber by (i) dividing, for each month in the relevant year, the total cellular segment service revenues during the month by the average number of our cellular subscribers during that month, and (ii) dividing the sum of all such results by the number of months in the relevant period.
- (8) We define the "churn rate" as the total number of cellular subscribers who disconnect from our network, either involuntarily or voluntarily, in a given period expressed as a percentage of the average of the number of our subscribers at the beginning and end of such period. Our churn rate includes subscribers who have not generated revenue for us for a period of the last six consecutive months ending at a reporting date. This includes cellular subscribers who have generated minute revenues only from incoming calls directed to their voice mail. Involuntary churn includes disconnections due to non-payment of bills or suspected fraudulent use, and voluntary churn includes disconnections due to subscribers terminating their use of our services.
- (9) Fixed-lines include Primary Rate Interface ("PRI") lines, whereby each PRI is considered to include 30 lines according to the number of channels, Session Initiation Protocol ("SIP") trunks and Voice over Broadband ("VoB") lines.
- (10) Due to market developments in 2013, and in particular the increasing prevalence of bundled offerings in the market, we believe that the numbers of fixed-line and ISP subscribers no longer provide any meaningful insight in the results of operation, and we therefore will not be reporting them in the future.
- (11) We measure cellular coverage using computerized models of our network, radio propagation characteristics and topographic information to predict signal levels at two meters above ground level in areas where we operate a network site. According to these coverage results, we estimate the population serviced by our network and divide this by the estimated total population of Israel. Population estimates are published by the Central Bureau of Statistics in Israel.
- (12) A full-time employee is contracted to work a standard 186 hours per month. Part-time employees are converted to full-time equivalents by dividing their contracted hours per month by the full-time standard. The result is added to the number of full-time employees to determine the number of employees on a full-time equivalent basis.

### Exchange Rate Data

The following table sets forth, for the years indicated, exchange rates between the shekel and the US dollar, expressed as shekels per US dollar and based upon the daily representative rate of exchange on the last day of each year as published by the Bank of Israel.

	Year ended December 31,				
	2009	2010	2011	2012	2013
Average (1)	3.927	3.732	3.579	3.844	3.609
High	4.256	3.894	3.821	4.084	3.791
Low	3.690	3.549	3.363	3.700	3.471
End of period	3.775	3.549	3.821	3.733	3.471

(1) Calculated based on the average of the exchange rates on the last day of each month during the relevant period.

	September 2013	October 2013	November 2013	December 2013	January 2014	February 2014	March 2014 (through March 6)
High	3.632	3.567	3.569	3.53	3.507	3.496	3.492
Low	3.504	3.518	3.519	3.471	3.483	3.549	3.475

On December 31, 2013, the exchange rate was NIS 3.471 per US\$1.00 as published by the Bank of Israel. Changes in the exchange rate between the shekel and the US dollar could materially affect our financial results.

### 3B. Capitalization and Indebtedness

Not applicable.

### 3C. Reasons for the Offer and Use of Proceeds

Not applicable.

### 3D. Risk Factors

*You should carefully consider the risks described below and the other information in this annual report. Depending on the extent to which any of the following risks materializes, our business, financial condition, cash flow or results of operations could suffer, and the market price of our shares may be negatively affected. The risks below are not the only ones we face, and other risks currently not affecting our business or industry, or which are currently deemed insignificant, may arise.*

### 3D.1 RISKS RELATING TO THE REGULATION OF OUR INDUSTRY

We operate in a highly regulated telecommunications market in which the regulator imposes substantial limitations on our flexibility in managing our business and seeks to increase industry competition, while limiting our ability to compete by, among other measures, giving preference to new competitors and limiting our ability to expand our business and develop our network. These measures may increase our costs, decrease our revenues and adversely affect our business and results of operations. We are exposed to government regulatory intervention regarding a broad range of issues, such as roaming charges, interconnect tariffs and other billing and customer service matters; the terms and conditions of our subscriber agreements; obligations under our operating licenses; the construction and maintenance of antennas and other network infrastructure; the provision of infrastructure access to existing or new providers of telecommunications services; frequency allocation; limitations or other constraints on the services and products that we may sell; promotion of competition and reduction of concentration of control regulation; and anti-trust regulation. We are also affected by changes in enforcement measures in connection with violations of applicable laws.

#### 3D.1a Regulatory initiatives may continue to impact the cellular market, intensify competition and adversely affect our business and results of operations.

Over the last few years, the Ministry of Communications has taken active steps to increase competition in the cellular telecommunications market. Such steps have included:

- *Granting licenses and frequencies to two facility-based competitors (HOT Mobile Ltd. ("HOT Mobile") and Golan Telecom).* In April 2011, UMTS frequencies were awarded to Mirs Communications Ltd ("MIRS") (subsequently renamed "HOT Mobile") and Golan Telecom Ltd. ("Golan Telecom"), which entered the market in May 2012. HOT Mobile and Golan Telecom were awarded various benefits and leniencies, such as low minimum license fees and a reduction mechanism of the license fee offered to the winner (to the minimum fee set) based on the market share gained by the winner in the private sector over 5 years after being awarded the license. In order to achieve the market share, these two competitors, have launched aggressive tariff plans which include unlimited use packages;
- *Facilitating entry of MVNOs into the market.* Since 2010, the Ministry of Communications has adopted regulations to enable Mobile Virtual Network Operators ("MVNOs") to offer telecommunications services, and it has granted licenses to 11 MVNOs, 5 of which had entered the market as of December 31, 2013; and
- *Facilitating migration of customers between cellular companies.* On January 1, 2013, an amendment to the Communications Law (Telecommunications and Broadcasting), 1982 (the "Telecommunications Law") became effective which prohibits cellular companies from linking cellular service transactions and handset-related transactions. This amendment was added to previous amendments promulgated by the Ministry of Communications to facilitate the migration of subscribers among cellular companies and thus enhance competition, including the cancellation of exit fees before the end of a customer's commitment period, cancellation of commitment periods and a prohibition on selling SIM-locked handsets.

As a result of such measures, the level of competition in the cellular market has increased, leading to a material increase in churn rate and significant price erosion. If this trend continues, it may continue to materially adversely affect our revenues. See "Item 3D.2c Competition resulting from the full service offers by telecommunications groups, and additional entrants into the mobile telecommunications market, as well as other actual and potential changes in the competitive environment and communications technologies, may continue to cause a decrease in tariffs, an increase in subscriber acquisition and retention costs, and may continue to reduce our subscriber base and increase our churn rate, each of which could adversely affect our business and results of operations."

**3D.1b If insufficient or improperly implemented, regulatory initiatives that are intended to allow telecommunication providers, such as Partner, that do not have their own fixed-line infrastructure to include the infrastructure component as part of their bundled service offerings may negatively affect our business and results of operations.**

The Ministry of Communications seeks to increase competition in the fixed-line telecommunications market by regulating wholesale market prices. Such regulation is intended to allow telecommunication providers that do not have their own fixed-line infrastructure ("New Entrants"), such as Partner, to include the infrastructure component as part of their bundled service offerings. However, if regulation of the fixed-line wholesale market is insufficient and/or improperly implemented, it may negatively affect our business and results of operations, inter alia, in relation to the following:

- *Wholesale market tariffs and margin protection.* For us to compete effectively in the fixed-line market, the regulated wholesale tariffs would need to be set by the Ministry of Communications at a level which allows us to earn a reasonable profit from our business.

Bezeq-The Israel Telecommunication Corp., Ltd. ("Bezeq") and HOT Telecom LLP ("HOT Telecom"), are the only fixed-line operators in Israel that own and operate their own fixed-line infrastructure. Because their infrastructure costs are lower than the proposed wholesale prices to be paid by New Entrants, Bezeq and HOT Telecom will benefit from a pricing advantage over the New Entrants when offering fixed-line services in the retail market. To enable the New Entrants to compete effectively against Bezeq and HOT Telecom in the retail market while maintaining sufficient margins, the Ministry of Communications would need to establish a mechanism which prevents Bezeq and HOT Telecom from exploiting their cost advantage;

- *Technical and Operational implementation.* For New Entrants to offer services of adequate quality and respond in a competitive manner to retail market demand in the fixed-line market, the Ministry of Communications must ensure that the relevant wholesale services provided by Bezeq and HOT Telecom are of sufficient technical and operational standards.

If the Ministry of Communications fails to effectively implement the measures described above, or if the operational implementation of these measures fails due to the need for financial resources, our ability to compete effectively in the fixed-line market and/or the future television market would be significantly limited.

Furthermore, in accordance with the policy of the Ministry of Communications, within nine months after the Ministry sets wholesale tariffs and service portfolios, the Ministry of Communications may allow Bezeq to offer, inter alia, bundled fixed-line and mobile telecommunications services. If the Ministry of Communications then also permits price reductions for bundled components (which is currently prohibited under structural separation provisions applicable to Bezeq) before an effective wholesale market has been implemented, Bezeq may be able to take advantage of their nationwide presence and cross-subsidization to market and sell more competitive and attractive offers than we will be able to offer, including cellular services. Bundled offerings have become more frequent in Israel and are expected to accelerate price erosion in each of the services included.

In addition, if the wholesale tariffs are set by the Ministry of Communications in a manner and/or at a level which would not allow us to offer competitive access to television networks, we would not be able to compete effectively with the bundled offerings by Bezeq and HOT Telecom which include such access.

For further discussion of important risks related to competition, see also "Item 3D.2c Competition resulting from the full service offers by telecommunications groups, and additional entrants into the mobile telecommunications market, as well as other actual and potential changes in the competitive environment and communications technologies, may continue to cause a decrease in tariffs, an increase in subscriber acquisition and retention costs, and may continue to reduce our subscriber base and increase our churn rate, each of which could adversely affect our business and results of operations."

**3D.1c Other regulatory developments may have a negative impact on the Company's business and results of operation.**

Other regulatory developments that may have a negative impact on the Company's business and results of operation include:

- *Proposed premium services regulation.* In July 2013, the Ministry of Communications published a hearing that is intended to regulate how premium services are provided. All premium services will be regulated through only three local prefixes, two of which shall be blocked as a default. The Ministry of Communications would ban the current practice according to which some premium calls are routed abroad and charged accordingly. The revenues of the Company may be adversely affected by the results of this hearing.
- *Unified license hearing.* In August 2013, the Ministry of Communications published a hearing regarding the obligation of all existing telecommunications licensees except Bezeq and HOT Telecom to be regulated by a unified general license. The Ministry proposed that existing licensees be required to conform to the unified license which would cover international Long Distance ("ILD") services, special fixed-line services, ISP and network termination point ("NTP") services. Existing licensees would have to conform to the terms of the unified license within a set period of time to be determined and afterwards to merge all relevant activities into a single corporate entity. Since the provisions of the draft unified license vary from those of the relevant existing licenses (and in many cases are more stringent), such an obligation may impose additional constraints on the Company's business and operations in the relevant segments, have accounting implications and have an adverse effect on our financial results.
- *Proposed new regulations for the ILD market.* In October 2013, the Ministry of Communications published a hearing regarding proposed new regulations for the ILD market. The Ministry proposed allowing all general telecommunications licensees (including MVNOs) to provide international call services to international destinations included in their subscribers' tariff plans as well as to international destinations for which the tariff is lower or equal to the tariff for a domestic call on the licensee's network. The Ministry of Communications also proposed that general licensees would no longer be allowed to charge interconnect fees for outgoing international calls. The revenues of the Company would be adversely affected if these proposed new regulations are adopted.
- *Requiring the maintenance of network neutrality.* A new draft bill is aimed at requiring ISP and fixed-line broadband providers to maintain "network neutrality". This bill may significantly limit our ability to manage traffic on our fixed line and ISP services and as a result would increase our expenses and reduce our profits.
- *Potential increased costs for our fixed-line services.* The Ministry of Communications is considering providing new company protections for Tamares Telecom Ltd. ("Tamares"), a company which laid an underwater cable in early 2012. Such protections are intended to support Tamares's entry into the international transmission market by setting minimum tariffs which Tamares's main competitor, Mediterranean Nautilus Israel Ltd. ("Med Nautilus"), may charge its customers, which include Partner. Such measures may oblige us to purchase international fixed-line service capacity at higher prices than we currently pay. Because Bezeq International Ltd. ("Bezeq International") has its own underwater cable and may supply itself with its own international transmission services at a lower cost, our ability to compete on price with Bezeq for services in the international fixed-line telecommunications market may be reduced.
- *Applicability of Charge Cards Law to Cellular Payments.* During the fourth quarter of 2012, the Attorney General opined before two separate tribunals that when subscribers of cellular operators subscribe to services that are paid through the cellular operator to third party providers, this payment mechanism should be considered a credit card charge and the cellular operator as acting as the "card issuer" under the Israeli Charge Cards Law, 1986. The operation of credit card payment systems is subject to various laws and regulations governing their set-up, operations and responsibilities vis-à-vis the card holders and the providers of the services or goods purchased using the card. If we were required to ensure compliance with such laws and regulations, we would incur increased operating costs and face additional legal risks, which could negatively impact our results of operations.

For the reasons given above and further below, regulation of our industry has had in the past, and may in the future have, a material adverse effect on our business and results of operations. In addition, new laws, regulations or government policies, or changes in current regulations, may be adopted or implemented in a manner which damages our business and operating results. Announcements by the government of changes or other developments in applicable regulations may have a negative impact on the market value of our shares. For information regarding the principal regulations and regulatory developments affecting our business, see "Item 4B.13 Regulation". Furthermore, defending ourselves against regulatory violations alleged by state authorities or consumers has required, and may in the future require, substantial financial and management resources. We may not always be successful in our defense, and should we be found in violation of these regulations, we and our management may be subject to civil or criminal penalties, including the loss of our operating license as well as administrative sanctions. For information regarding on-going litigation and proceedings, see "Item 8A.1 Legal And Administrative Proceedings".

**3D.1d Recent and potential future regulation and negotiation of roaming tariffs, both within Israel and elsewhere, may increase our roaming expenses, decrease our roaming revenues and prevent us from raising our tariffs. If our competitors, including new entrants into the telecommunications market, can deliver a more cost effective roaming service or more effective roaming solutions than we do, our subscribers may migrate to those competitors and our results of operations could be adversely affected.**

*Regulation and negotiation of roaming charges.* The Ministry of Communications has declared its intention to evaluate roaming charges. In 2008, the government instructed the Ministry of Communications, together with other ministries, to negotiate a reduction of inbound and outbound roaming tariffs with the European Union ("EU") and/or members of the EU or countries frequently visited by Israelis, and to consider other tools for reducing roaming charges. As a result, in the last few years the Ministry of Communications has requested Partner and its competitors to provide information regarding our roaming services and tariffs. If roaming tariffs are reduced as a result of the review by the Ministry of Communications or as a result of the proposed negotiations or otherwise, if additional EU member operators raise their tariffs, or if we are not able to raise our tariffs or otherwise compensate for possibly higher roaming expenses, our profitability and results of operations could be materially adversely affected.

*Competition in roaming.* Some of our competitors may be able to obtain lower roaming rates than us either because they have larger call volumes or through their affiliations with other international cellular operators. Some competing service providers use alternative technologies for roaming that bypass the existing method of providing roaming services. In addition, the entry into the market of MVNOs and two infrastructure based cellular operators has increased competition in the roaming market, since some of the entrants offer roaming solutions that allow them to set lower roaming charges. In addition, the requirement to sell unlocked handsets facilitates the ability of subscribers to use local SIM cards in their handsets when traveling abroad, which may compete with our roaming services and negatively affect our revenues and profits from roaming. Further competition in roaming services (both inbound and outbound) has arisen and may arise in the future from pure internet-based services such as Skype, Viber and WhatsApp, as well as other operator products which use VoIP applications.

*Reliance on other service providers for roaming.* We rely on agreements to provide roaming capability to our subscribers in many areas outside Israel. However, we cannot control the quality of the service that other telecommunication companies provide or whether they will be able to provide the services at all, and it may be inferior to our quality of service. Our subscribers also may not be able to use some of the advanced features that they enjoy when making calls on our network. As a result, we may lose some of our customers' roaming traffic to other roaming solutions, which would negatively impact our results of operations from this important source of earnings.

**3D.1e We have had difficulties obtaining some of the building and environmental permits required for the erection and operation of our network sites, and some building permits have not been applied for or may not be fully complied with. These difficulties could have an adverse effect on the coverage, quality and capacity of our network. Operating network sites without building or other required permits, or in a manner that deviates from the applicable permit, may result in criminal or civil liability to us or to our officers and directors.**

Our ability to maintain and improve the extent, quality and capacity of our network coverage depends in part on our ability to obtain appropriate sites and approvals to install our network infrastructure, including network sites. The erection and operation of most of these network sites require building permits from local or regional planning and building authorities, as well as a number of additional permits from other governmental and regulatory authorities. In addition, as part of our network build-out and expansion, we are erecting additional network sites and making modifications to our existing network sites for which we may be required to obtain new consents and approvals.

For the reasons described in further detail below, we have had difficulties obtaining some of the building permits required for the erection and operation of our network sites. As of December 31, 2013, less than 10% of our network sites were operating without local building permits or exemptions which, in our opinion, are applicable. In addition, some of our network sites are not built in full compliance with the applicable building permits.

Network site operation without required permits or that deviates from the permit has in some cases resulted in the filing of criminal charges and civil proceedings against us and our officers and directors, and monetary penalties against the Company, as well as demolition orders. See “Item 8A.1 Legal And Administrative Proceedings”. In the future, we may face additional demolition orders, monetary penalties (including compensation for loss of property value) and criminal charges. The prosecutor’s office has set up a national unit to enforce planning and building laws. The unit has stiffened the punishments regarding violations of planning and building laws, particularly against commercial companies and its directors. If we continue to experience difficulties in obtaining approvals for the erection and operation of network sites and other network infrastructure, this could have an adverse effect on the extent, coverage and capacity of our network, thus impacting the quality of our cellular voice and data services, and on our ability to continue to market our products and services effectively. In addition, as we seek to improve the range and quality of our services, we need to further expand our network, and difficulties in obtaining required permits may delay, increase the costs or prevent us from achieving these goals in full. Our inability to resolve these issues could prevent us from maintaining the quality requirements contained in our license.

*Uncertainties under National Building Plan 36.* Since June 2002, following the approval of the National Building Plan 36 (the “Plan”), which regulates network site construction and operation, building permits for our network sites (where required) have been issued in reliance on the Plan. Several local planning and building authorities have questioned the ability of Israeli cellular operators to receive building permits, in reliance on the Plan, for network sites operating in frequencies not specifically detailed in the frequency charts attached to the Plan. In a number of cases, these authorities have refused to grant building permits for 3G network sites, claiming that 3G frequencies are not included in the Plan. There has been no judicial ruling at this stage. A class action that was filed against us as well as other cellular operators a number of years ago with a request for the revocation of the building permits given to the 3G network sites was dismissed during 2012.

The Plan is in the process of being changed. See “Item 4B.13g Network Site Permits”.

*Uncertainties regarding the validity of exemptions for wireless access devices.* We have set up several hundred small communications devices, called wireless access devices, pursuant to a provision in the Telecommunications Law which exempts such devices from the need to obtain a building permit. A claim was raised that the exemption does not apply to cellular communications devices and the matter reached first instance courts a number of times, resulting in conflicting decisions. This claim is included in an application to certify a class action filed against the three principal Israeli cellular operators. In May 2008, a district court ruling adopted the position that the exemption does not apply to wireless access devices. We, as well as our competitors, filed a request to appeal this ruling to the Supreme Court. In May 2008, the Attorney General filed an opinion regarding this matter stating that the exemption does apply to wireless radio access devices under certain conditions. Two petitions were filed with the High Court of Justice in opposition to the Attorney General’s opinion. The matter is still pending before the Supreme Court and the High Court of Justice. See “Item 4B.13g Network Site Permits”.

If a definitive court judgment holds that the exemption does not apply to cellular devices at all, we may be required to remove the existing devices. As a result, our network capacity and coverage would be negatively impacted, which could have an adverse effect on our revenue and results of operations.

*Uncertainties regarding requirements for repeaters and other small devices.* We, like the other cellular operators in Israel, provide repeaters, also known as bi-directional amplifiers, to subscribers seeking an interim solution to weak signal reception within specific indoor locations. In light of the lack of a clear policy of the local planning and building authorities, and in light of the practice of the other cellular operators, we have not requested permits under the Planning and Building Law, 1965 ("Planning and Building Law") for the repeaters. However, we have received an approval to connect the repeaters to our communications network from the Ministry of Communications and have received from the Ministry of Environmental Protection permit types for all our repeaters. If the local planning and building authorities determine that permits under the Planning and Building Law are also necessary for the installation of these devices, or any other receptors that we believe do not require a building permit, it could have a negative impact on our ability to obtain permits for our repeaters.

In addition, we construct and operate microwave links as part of our transmission network. The various types of microwave links receive permits from the Ministry of Environmental Protection in respect of their radiation level. Based on an exemption in the Telecommunications Law, we believe that building permits are not required for the installation of most of these microwave links on rooftops, but to the best of our knowledge, there is not yet a determinative ruling on this issue by the Israeli courts. If the courts determine that building permits are necessary for the installation of these sites, it could have a negative impact on our ability to obtain environmental permits for these sites and to deploy additional microwave links, and could hinder the coverage, quality and capacity of our transmission network.

*The Ministry of Environmental Protection's Request for the Installment of Monitoring Devices.* In May 2010, the Ministry of Environmental Protection notified the Company of a new condition for all of the Company's network site operation permits, according to which the Company must install in its systems software (provided by the Ministry of Environmental Protection) that continuously monitors and reports the level of power created in real time from the operation of its network sites. The Ministry of Environmental Protection refused to provide the Company with any technical data regarding the monitoring software and therefore the Company cannot anticipate the manner of operation of the software nor its reliability. The Company complied with the Ministry of Environmental Protection's condition. Since the installment of the software, the Company has received several alerts reporting exceeded transmission power at some of the Company's cell sites. All purported alerts were examined by the Company's engineers and were found to be baseless. In addition, the Ministry of Environmental Protection has sent to all the cellular network operators notice of an administrative and criminal enforcement procedure that will be implemented by the Ministry as part of the monitoring devices. Partner, as well as the other cellular network operators, has advised the Ministry that based on their experience so far from the alerts that have been received and examined by their engineers, it seems that the devices are not credible and therefore administrative and criminal proceedings should not be based on their findings. The Ministry of Environmental Protection has not yet responded.

The Company is of the opinion that all of the antennas that it operates comply with the conditions of the safety permits that the Company was granted by the Ministry of Environmental Protection. However, implementation of the monitoring software increases the exposure of the Company and its senior officers to civil and criminal proceedings in the event that any antennas are found to not meet the conditions of the permits granted to the Company and the maximum permitted power. In addition, if our antennas are found to not meet the conditions of the permits granted to the Company and the maximum permitted power, the Ministry of Environmental Protection may revoke existing permits, which would require us to dismantle existing network sites. As a result, our network capacity and coverage would be negatively impacted, which could have an adverse effect on our revenue and results of operations.



**3D.1f In connection with some building permits, we may also be required to indemnify planning committees in respect of claims against them relating to the depreciation of property values that result from the granting of permits for network sites.**

Under the Planning and Building Law, local planning committees may be held liable for the depreciation of the value of nearby properties as a result of approving a building plan. Under the Non-Ionizing Radiation Law, 2006 ("the Non-Ionizing Radiation Law") the National Council for Planning and Building requires indemnification undertakings from cellular companies as a precondition for obtaining a building permit for new or existing network sites. The National Council has decided that until the Plan is amended to reflect a different indemnification amount, cellular companies will be required to undertake to indemnify the committees in full against all losses resulting from claims against a committee for reductions in property values as a result of granting a permit to the network site. On June 1, 2010, the National Council for Planning and Building approved the National Building Plan No. 36/A/1 version that incorporates all of the amendments to the Plan (the "Amended Plan"). The Amended Plan sets forth the indemnification amounts as a percentage of the value of the depreciated property claims in accordance with the manner in which the licenses were granted. See "Item 4B.13g Network Site Permits". The Amended Plan is subject to governmental approval, in accordance with the Planning and Building Law. It is unknown when the government intends to approve the Amended Plan.

As of December 31, 2013, we have provided local authorities with 510 indemnification undertakings. These indemnifications expose us to risks which are difficult to quantify or mitigate and which may have a material adverse effect on our financial conditions and results of operations, if we are required to make substantial payments in connection therewith. In addition, the requirement to provide indemnification in connection with new building permits may impede our ability to obtain building permits for existing network sites or to expand our network with the erection of new network sites. The indemnification requirement may also cause us to change the location of our network sites to less suitable locations or to dismantle existing network sites, which may have an adverse effect on the quality and capacity of our network coverage.

In 2007, the Israeli Ministry of Interior Affairs extended the limitation period within which depreciation claims may be brought under the Planning and Building Law from three years from approval of the building plan to the later of one year from receiving a building permit for a network site under the Plan and six months from the construction of a network site. The Ministry retains the general authority to extend such period further. This extension of the limitation period increased our potential exposure to depreciation claims.

**3D.1g We may not be allocated sufficient spectrum band or any spectrum at all needed in order to provide fourth generation (4G) services, and we may be required to terminate the use of certain spectrum or to share with another operator some of the spectrum we are currently using on an exclusive basis. These requirements may adversely affect our network quality and capacity as well as our ability to provide our customers with advanced technology services, which may adversely affect our ability to compete and our results of operations.**

*Uncertainties regarding Long Term Evolution ("LTE") spectrum allocation.* The Ministry of Communications has announced its intention to allocate LTE frequencies in the 1800 and 2600 spectrum. If allocations take place via a tender or other means and spectrum is allocated to our competitors and not to us, or if the spectrum allocated to us is insufficient to provide quality 4G services, our ability to migrate to next generation technologies would be harmed, which would place us at a disadvantage compared to our competitors. As a result, our business and results of operations may be negatively impacted. See "Item 4B.13d - v LTE Spectrum Allocation".

*Possible rearrangement of allocated spectrum.* There have been demands from different third parties to rearrange the current spectrum allocation in Israel and the Palestinian Administered Areas. We received in 2009 notification from the Civil Administration in Judea and Samaria of its intention to change the allocation of some of the spectrum previously allocated to us for our use in the West Bank, and that following the change, we may be allocated other spectrum in the West Bank and additional spectrum for our use in Israel. If we were prevented from using a portion of our existing spectrum, or if alternative equivalent spectrum are not allocated to us, or the allocation is of an inferior quality, or if we were required to share some of our spectrum, our ability to effectively manage our licensed spectrum for the use of GSM, UMTS and Long-Term Evolution ("LTE") or any other future technology could be reduced. As a result, our UMTS network capacity and our LTE and any other new technology rollout plans may be negatively affected, which could have a material adverse effect on our operations, profitability and capital expenses. Until we receive further details regarding this allocation of spectrum, we are unable to evaluate the impact that the intended change in spectrum allocation, if it occurs, will have on our business or our results of operations.

**3D.1h We can only operate our business for as long as we have licenses from the Ministry of Communications. A legislative amendment has increased the extent of monitoring and enforcement measures of the Ministry of Communications.**

We conduct our operations pursuant to licenses granted to us by the Ministry of Communications, which may be extended for additional periods upon our request to the Ministry of Communications and confirmation from the Ministry that we have met certain performance requirements. We cannot be certain that our licenses will not be revoked, will be extended when necessary, or, if extended, on what terms an extension may be granted. See "Item 4B.13e Our Mobile Telephone License".

Furthermore, although we believe that we are currently in compliance with all material requirements of our licenses, disagreements have arisen and may arise in the future between the Ministry of Communications and us regarding the interpretation and application of the technical standards used to measure these requirements, including the requirements regarding population coverage and minimum quality standards and other license provisions. We have provided significant bank guarantees to the Ministry of Communications to guarantee our performance under our licenses. If we are found to be in material breach of our licenses, the guarantees may be forfeited and our licenses may be revoked. In addition, the Ministry of Communications is authorized to levy significant fines on us for breaches of our licenses, which could have a material adverse effect on our financial condition or results of operations. In August 2012, an amendment to the Telecommunications Law was enacted which sets a mechanism that allows the Ministry of Communications to impose significant financial sanctions on a licensee based on two parameters: the annual income of the violator (NIS 1.6 million plus 0.225% of the annual income of the licensee) and the degree of severity of the violation. The potentially significant financial sanctions are expected to lead to materially increased monitoring and enforcement measures by the Ministry of Communications towards the licensees.

**3D.1i Our mobile telephone license imposes certain obligations on our shareholders and restrictions on who can own our shares. Ensuring compliance with these obligations and restrictions may be outside our control, but if the obligations or restrictions are not respected by our shareholders, we could lose our license.**

As with other companies engaged in the telecommunications business in Israel, our license requires that a minimum economic and voting interest in, and other defined means of control of, our company be held by Israeli citizens and residents or entities under their control. If this requirement is not complied with, we could be found to be in breach of our license, even though ensuring compliance with this restriction may be beyond our control. See "Item 4B.13e Our Mobile Telephone License".

Our general mobile telephone license requires that our founding shareholders or their approved substitutes hold at least 26% of the means of control in the company and 5% of which shall be held by Israeli citizens and residents who were approved as such by the Minister of Communications. The license also requires that these Israeli shareholders appoint at least 10% of our Board of Directors. In 2006, our Israeli founding shareholders sold substantially all of their shares in the Company to Israeli institutional investors, who are approved substitutes. Since then, there were additional share sales to Israeli institutional investors that were approved as substitutes by the Minister of Communications. In addition, according to our license, no transfer or acquisition of 10% or more of any of such means of control, or the acquisition of control of our company, may be made without the consent of the Minister of Communications. Nevertheless, under certain licenses granted, directly or indirectly, to Partner, approval of, or notice to, the Minister of Communications may be required for holding of 5% or more of Partner's means of control. Our license also restricts cross-ownership and cross-control among competing mobile telephone operators, including the ownership of 5% or more of the means of control of both our company and a competing operator, without the consent of the Minister of Communications, which may limit certain persons from acquiring our shares. Shareholdings in breach of these restrictions relating to transfers or acquisitions of means of control or control of Partner could result in the following consequences: the shares will be converted into "dormant" shares as defined in the Israeli Companies Law, 1999 ("Israeli Companies Law"), with no rights other than the right to receive dividends or other distributions to shareholders, and to participate in rights offerings until such time as the consent of the Minister of Communications has been obtained and our license may be revoked. In addition, under certain licenses of the Company's affiliates, approval of, or notice to, the Minister of Communications may be required for holding of less than 5% of means of control. Because of this lack of consistency, Partner may be in breach of its licenses in this regard.

**3D.1j New legislation in Israel to promote competition and reduce concentration of control over businesses may adversely affect the expansion of our business, require changes in our shareholder base, affect our share price and limit our ability to obtain bank credit.**

The Promotion of Competition and the Reduction of Centralization Law (the "Centralization Law") was enacted in Israel on December 11, 2013. The Centralization Law imposes new constraints on the allocation and extension by government regulatory authorities and ministers (the "State") of various rights, including in the telecommunications field. The Centralization Law seeks to regulate the allocation of rights to promote competition and avoid the centralization of control. The Centralization Law applies to Partner as a result of rights granted to it under its operating licenses, or which it may seek in the future, and could therefore require that specified procedures be followed before the State may approve further rights allocations or extensions. These procedures could, if deemed necessary to promote competition and avoid centralized control, be more restrictive than those currently applied to us, and as a result may impede or prevent allocations to us of telecommunications or other rights, which could limit our ability to expand our business. The Centralization Law may also limit transfers of interests in Partner which exceed certain thresholds of Partner's outstanding capital.

In addition, the Centralization Law imposes restrictions on corporate structures where, among other situations, one public company controls multiple layers of subsidiary public companies (called "pyramids"), and it seeks to limit such structures to no more than two layers of public companies. For existing pyramids, the Centralization Law requires that the number of layers of public companies be reduced to three layers within four years (by December 2017) and to two layers within six years (by December 2019). Partner currently may be deemed to be a layer corporation of a pyramid structure, such that the Centralization Law may require changes in our shareholder base within four or six years. Such changes may impact management of the Company and may have an adverse effect on our share price, depending on if and how our shares may be transferred to comply with the Centralization Law.

From June 2014 until the last applicable date for required reductions in layers (December 2017 or 2019), the Centralization law imposes stricter corporate governance constraints on the Board structure of certain layer corporations. The Israeli Securities Authority may impose a financial sanction ("*Izum Caspi*") on a layer corporation for certain breaches of these additional interim corporate governance constraints. However, under an initial draft of regulations recently proposed under the Centralization Law, some classes of corporations, including Partner, may be exempted from these interim requirements.

The Centralization Law also authorizes the Minister of Finance and the Governor of the Bank of Israel to set restrictions on granting credits to an entity ("*ta'agid*") or, in the aggregate, to a business group (i.e., a controlling party and corporations under its control) by financial institutions. It is not currently clear if and to what extent such restrictions may be adopted and applied to us, and thus whether they will add further constraints on our ability to obtain credit from financial institutions in the future.

The Centralization Law is new, and critical elements will need to be provided by future regulations and other formal publications, including clearly identifying persons and entities to which different constraints apply. As a result, the precise ramifications of the Centralization Law for Partner cannot be fully ascertained at this time.

For further information on the Centralization Law, see "Item 4B.13d - vi The Promotion of Competition and the Reduction of Centralization Law".

### 3D.2 RISKS RELATING TO OUR BUSINESS OPERATIONS

**3D.2a As a result of substantial and continuing changes in our regulatory and business environment, our operating results have decreased significantly in the past two years. Our operating results may continue to decline in 2014 and beyond, which may adversely affect our financial condition.**

Our revenues in 2013 were NIS 4,519 million (US\$ 1,302 million), a decrease of 19% from NIS 5,572 million in 2012 and a decrease of 35% from NIS 6,998 million in 2011. Our profit in 2013 was NIS 135 million (US\$ 39 million), a decrease of 72% from NIS 478 million in 2012 and a decrease of 70% from NIS 443 million in 2011 (including the effect of the 2011 asset impairment). Earnings per share have declined from NIS 2.85 for 2011 (including the effect of the 2011 asset impairment) and NIS 3.07 for 2012, to NIS 0.87 for 2013.

The principal factors leading to this continued decline in operating results over the past few years have been the regulatory developments intended to enhance competition in the Israeli cellular market. These developments have caused (i) price erosion due to competition from new entrants into the Israeli telecommunications market, (ii) a decline in roaming revenues, (iii) a decrease in our cellular subscriber base and (iv) a decrease in handset and equipment sales.

Depending on past and future regulatory and market developments, these factors may continue to negatively impact our business through 2014 and beyond, which may adversely affect our financial condition and liquidity by, among other things:

- increasing the likelihood of a downgrade in the rating of our Notes by the rating company;
- increasing our vulnerability to adverse economic, industry or business conditions or increases in the consumer price index ("CPI"), particularly because a portion of our borrowings is linked to the CPI;
- limiting our flexibility in planning for, or reacting to, changes in our industry and business as well as in the economy generally;
- requiring us to dedicate a substantial portion of our cash flow from operations to service our debt, thereby reducing the funds available for financing ongoing operating expenses and future business development;
- increasing the risk of a substantial impairment in the value of our telecommunications assets; and
- limiting our ability to obtain the additional financing we may need to operate, develop and expand our business on acceptable terms or at all.

If our financial condition is affected to such an extent that our future cash flows are not sufficient to allow us to pay principal and interest on our debt, we might not be able to satisfy our financial and other covenants, and may be required to refinance all or part of our existing debt, use existing cash balances or issue additional equity or other securities. We cannot be sure that we will be able to do so on commercially reasonable terms, if at all.

**3D.2b The network sharing agreement recently entered into by Partner may not provide the anticipated benefits and may lead to unexpected costs.**

In November 2013, we entered into a 15-year network sharing agreement with HOT Mobile pursuant to which, subject to the approval of the Israeli regulatory authorities, the parties would create a joint venture which would operate and develop a radio access network to be shared by both companies. However, the benefits from a pooled infrastructure may be less than anticipated, and the Company may experience unexpected costs for technical, legal or other matters which may arise in connection with its efforts to implement the agreement. It also may not be possible to establish the joint venture as the parties intend or at all. The sources of these uncertainties include the possibilities that:

- either of the parties to the agreement experiences credit or payment difficulties and cannot contribute effectively to the financing of the joint venture;
- the elimination of network sites results in lower operational savings than expected;
- Israeli authorities do not approve the network sharing agreement or require changes which would render the agreement unattractive from the Company's perspective or would negatively affect the commercial interest of the agreement;
- the joint venture experiences management deadlock; or
- the parties' existing agreements with other Israeli telecommunications companies limit the parties' ability to realize their objectives.

See "Item 4B.9 Our Network".

On December 10, 2013, Cellcom Israel Ltd. ("Cellcom") announced that it had entered into an agreement with Pelephone Communications Ltd. ("Pelephone") and Golan Telecom, for the construction and operation of a shared 4G radio network, an agreement between Cellcom and Pelephone for the sharing of passive elements of cell sites for existing networks, and an indefeasible right of use agreement between Cellcom and Golan regarding Cellcom's 2G and 3G radio networks. The agreements are subject to the approval of the Ministry of Communications and the Israeli Antitrust Commissioner. If these agreements receive regulatory approval and our network sharing agreement with HOT Mobile is not approved, this would place us at a disadvantage compared to our competitors. As a result, our business and results of operations may be negatively impacted.

**3D.2c Competition resulting from the full service offers by telecommunications groups and additional entrants into the mobile telecommunications market, as well as other actual and potential changes in the competitive environment and communications technologies, may continue to cause a decrease in tariffs, an increase in subscriber acquisition and retention costs, and may continue to reduce our subscriber base and increase our churn rate, each of which could adversely affect our business and results of operations.**

*Additional entrants into the mobile telecommunications market.* Following the Ministry of Communications' tender for the allocation of UMTS frequencies to two additional operators, the frequencies were ultimately awarded to MIRS (subsequently renamed HOT Mobile) and Golan Telecom, which entered the market in May 2012. The two additional entrants were awarded various benefits and leniencies, such as low minimum license fees and a reduction mechanism of the license fee offered to the winner (to the minimum fee set) based on the market share gained by the winner in the private sector over 5 years after being awarded the license. In order to achieve the market share, these entrants have launched aggressive tariff plans which include unlimited use packages. Consequently, the prepaid packages have lost their advantages as a cost controlling tool, and as a result there has been migration from the pre-paid market to the post-paid market. Following the entry of the additional operators, the competition has increased which has and may continue to adversely affect our churn rate and revenues.

The entrance of MVNO operators has further increased competition in the market, since many MVNOs are retailers with a wide customer base and distribution network that allows them to offer attractive package prices to their customers. See "4B.10a Competitors in the Cellular Services market".

*Competitive advantages of the two fixed-line infrastructure groups.* The Bezeq Group and the HOT Group are the only groups that own nationwide fixed-line telecommunications infrastructures.

*Bezeq Group* – Bezeq, Israel's largest telecommunications provider and the primary fixed-line operator, provides fixed-line telephony services, cellular telecommunications services, primary rate interface ("PRI"), broadband internet access infrastructure services, ISP services, transmission and data communications services, ILD services and multi-channel television services. The Bezeq Group is under structural separation rules which apply to management, employees, assets, marketing and finance and data systems. Starting in 2010, the Ministry of Communications has allowed the Bezeq Group to market bundled telecommunications services to the private sector, subject to certain conditions and limitations, including provisions which prevent Bezeq from discounting the price of bundled services from their unbundled prices and including its fixed-line telephony service within bundles. See "Item 4B.2 Broadband and Internet services."

*HOT Group* – The HOT Group provides cellular telecommunications services, multi-channel television services, fixed-line telephony services, PRI, broadband internet access, infrastructure services, transmission and data communications services, ISP services and ILD services. During 2012, the HOT Group began providing ISP services to the private market. MIRS's cellular license was amended to include UMTS frequencies allocated subsequent to winning a Ministry of Communications' tender offer for frequencies in the 2100 Mhz spectrum. In May 2012, MIRS launched cellular services based on the new frequencies and officially changed the company name to HOT Mobile. See "Item 3D.1a Regulatory initiatives may continue to impact the cellular market, intensify competition and adversely affect our business and results of operations." The HOT Group may offer a bundle of services only including fixed-line telephony, broadband infrastructure and multi-channel television ("Triple"). The bundle of services currently offered by the HOT Group does not include cellular services (other than a bundle of cellular services with ISP services offered by its subsidiaries HOT Mobile and Hot-Net Internet Services Ltd. ("HOT-NET")). The Ministry of Communications allowed HOT Telecom, HOT Telecommunication Systems and HOT Mobile to sell and market each other's services and exchange information regarding such marketing activities.

Because the Bezeq Group and the HOT Group operate their own broadband internet access and transmission infrastructures, they do not depend on any third party for broadband internet access. Partner and other telecommunications services providers who do not have broadband internet access infrastructure are unable to provide some of these services, substantially limiting their ability to compete.

**Bezeq – Yes merger.** Bezeq has applied to the Anti-Trust Authority for approval of a merger between it and its subsidiary, DBS Satellite Services (1998) Ltd. (Yes) which provides multi-channel television services. Such merger, if approved, may increase Bezeq's incentives to prevent or limit Partner and other competitors' ability to provide over-the-top (OTT) multi-channel television services, if Partner or the other competitors should choose to enter the television market.

**Israel Broadband Company (IBC).** The Ministries of Finance, National Infrastructures and Communications and the Israeli Electric Company, the Israeli national electric company, published in October 2011 an election process to elect a controlling shareholder, investor and co-founder of a new telecommunications company to establish a new nationwide Fiber to the Home ("FTTH") internet broadband access infrastructure (two such infrastructures already exist in Israel, owned by Bezeq and HOT Telecom, respectively). On August 27, 2013, the Minister of Communications granted Israel Broadband Company (2013) Ltd. ("IBC"), a general license for the provision of fixed-line telecom services (infrastructure). See "4B.13d - xi Election Procedure of the Electricity Company". Although IBC is in principle permitted to provide its services only to other telecommunications licensees on a wholesale basis, according to media reports IBC intends to introduce a new business model which may enable it to reach the retail market through the services of ISPs. According to media reports, IBC plans to launch a web portal in which it would offer ISP services to end users. ISPs which reach agreements with IBC would be listed on such a web portal. The variety of suppliers, immediate choice, and ability to quickly switch suppliers may commoditize the ISP segment and negatively impact our revenues and profits.

**Market Saturation.** Because the Israeli cellular market has reached a level of full saturation, any acquisition of new subscribers by any service provider results in a loss of market share for its competitors.

**Sale of handsets.** Competition in the cellular handset market has increased as a result of recent regulatory reforms. Among other changes, cellular companies are prohibited from linking cellular service transactions and handset-related transactions. Regulatory actions have also been taken to remove import barriers on handsets, including exemptions from the requirement for a commercial license and a type approval for imported cellular handsets that meet acceptable European and American standards. As a result of these reforms, we face increased competition in the handset market from other handset dealers.

**Competition in Roaming Services.** We are also subject to competition from other businesses offering roaming services which use alternative technologies and offer rates which are lower than ours.

**LTE licenses.** LTE is an evolved mobile technology that allows a wide bandwidth for data services. If 4G licenses are granted to new operators or to any of our competitors and not to us, or if the spectrum allocated to us is insufficient to provide quality LTE services, we may suffer a competitive disadvantage which could adversely affect our business, since it would impair our ability to migrate to LTE and compete in the mobile broadband market. See "3D.1g We may not be allocated sufficient spectrum band or any spectrum at all needed in order to provide fourth generation (4G) services, and we may be required to terminate the use of certain spectrum or to share with another operator some of the spectrum we are currently using on an exclusive basis. These requirements may adversely affect our network quality and capacity as well as our ability to provide our customers with advanced technology services, which may adversely affect our ability to compete and our results of operations."

**3D.2d In the event our employees are unionized, management's flexibility to adapt operations to market conditions may be reduced, and our operating expenses may be increased, which could adversely impact our results.**

Over the last year, there has been a trend toward the unionization of employees in Israel, including in the telecommunications market. The overall trend together with union efforts to encourage support among our employees, and our efforts to align operating costs with reduced revenues, create organizational stress which may lead to the unionization of our employees. One of our competitors has recently signed a collective bargaining agreement with the representative organization, and another is negotiating such an agreement (after one of the Israeli employee unions established its representation of the employees in each of the companies). Israeli employee unions have been trying to establish their representation of our employees in order to sign a collective bargaining agreement; however, at present, no union has been named as representative, and it is not possible to know whether our employees will choose unionization.

If an employee union is recognized as representative of our employees and the Company signs a collective bargaining agreement, management's flexibility to efficiently run our business and adjust operations to market conditions, and in particular to reduce employee headcount, may be reduced. In addition, the unionization of our employees may increase operating expenses and adversely affect our results of operations.

**3D.2e Significant price decreases may in the future cause us to recognize substantial impairment in the value of our telecommunications assets.**

As a result of price decreases in the market for cellular and fixed-line telecommunications services, we may be required to perform an impairment test on our telecommunications assets. In 2011, as a result of sharply worsening conditions in the fixed-line market, we recorded asset impairment charges of NIS 235 million for the fixed-line business and goodwill impairment of NIS 87 million with respect to the VOB/ISP and ILD group of Cash Generating Units ("CGUs") of the fixed line segment. At December 31, 2012 and 2013, we conducted required asset impairment tests and determined that no goodwill impairment should be recorded as of these dates. (See "Item 5A.1d - *Impairment test of Fixed-Line Goodwill as of December 31, 2013.*") However, continued increases in the level of competition for cellular, fixed-line and data transmission services may bring further downward pressure on prices which may require us to perform further impairment tests of our assets. Such impairment tests may lead to recording additional significant impairment charges, which could have a material negative impact on our operating and net profit.

**3D.2f Our purchase commitments pursuant to our non-exclusive agreement with Apple for the purchase and resale of iPhone handsets in Israel may adversely affect our financial results.**

Pursuant to a non-exclusive agreement we entered into in November 2012 with Apple Distribution International for the purchase and resale of iPhone handsets in Israel, we agreed to purchase a minimum quantity of iPhone handsets per year, for a period of three years. These purchases represent a significant portion of our expected handset purchases over that period. If we fail to meet the minimum quantities and do not reach an agreement with Apple regarding this matter we may be in breach of the agreement which may involve payment of damages, which would increase our costs.

**3D.2g We depend on a limited number of suppliers. Our results of operations could be adversely affected if our suppliers fail to provide us with adequate supplies of network equipment and handsets or maintenance support on a timely basis.**

*Network suppliers.* We purchased our network equipment, such as switching equipment, base station controllers and base transceiver stations and network software, mainly from Ericsson as well as from Nokia and other suppliers. As of January 2008, we purchase all our UMTS network equipment from Ericsson. In October 2010, we entered into an agreement with Ericsson for the upgrade and modernization of our networks and the deployment of our fourth generation network in Israel.

The initial term of our current agreement with Ericsson ends on December 31, 2014. Towards the end of the initial term, we will examine the scope of the deliverables and services actually provided by Ericsson under the agreement. If Ericsson provided less than the scope to which we were entitled, we may choose that Ericsson provide during 2015 the services and deliverables that were not provided. We also have an option to extend the initial term by ten additional periods of one year each. The fees for support and maintenance services for the years 2015 onwards have already been agreed, in the event we wish to extend them beyond the initial term. However, if we wish to extend the initial term for future purchases, purchase prices for the years 2015 onwards must still be negotiated and agreed. We are therefore, as a practical matter, materially dependent on Ericsson as our sole vendor for our UMTS and LTE networks.

*Handset suppliers.* We purchase the majority of our handsets from a limited number of suppliers.

We cannot be certain that we will be able to obtain equipment or handsets from one or more alternative suppliers on a timely basis in the event that any of our suppliers is unable to satisfy our requirements for equipment or handsets, or that the equipment provided by such alternative supplier or suppliers will be compatible with our existing equipment. Our handset suppliers may experience inventory shortages from time to time.

Our results of operations could be adversely affected if any of our key suppliers fails to provide us with adequate supplies of handsets, equipment, as well as ongoing maintenance and upgrade support, in a timely manner. In addition, our results of operations could be adversely affected if the price of network equipment rises significantly. In our experience, suppliers from time to time extend delivery times, limit supplies and increase the prices of supplies due to their supply limitations and other factors. If the availability of handsets furnished by our handset suppliers is insufficient to meet our customers' demands, we may lose opportunities to benefit from demand for this product, and our unserved customers may purchase the handsets independently which may adversely affect our revenues. In addition, the constant development of new handsets can render existing handsets obsolete resulting in high levels of slow moving inventory.

**3D.2h Unanticipated growth in subscriber demand for cellular data may require us to modify certain products or services and could require us to make additional investments.**

As part of our strategy of evolving into a diversified multi-service communications and media service provider, we have developed services and successfully encouraged subscriber demand for internet access and content and data consumption using cellular phones, smartphones, tablets, data cards and ISP Services. However, in the event subscriber demand for data increases more rapidly than expected, we may need to develop strategies to avoid data traffic overloading the capacity of the network. Such strategies may include modifying certain products or services or undertaking significant additional investments. In addition, regulatory developments seeking to ensure "fair usage" of the internet for all persons may impose changes on the terms and conditions of certain of our current or future services. In the event of substantial, rapid growth in data consumption by our subscribers and the public generally, we may be obliged to adjust our product offerings or undertake significant investments, both of which could have a material adverse effect on our financial condition or results of operations.

**3D.2i We could be subject to legal claims due to the inability of our information systems to fully support our tariff plans.**

In order to attract and retain the maximum number of subscribers in our highly competitive market, we design specific tariff plans to suit the preferences of various subscriber groups. We require sophisticated information systems to record accurately subscriber usage pursuant to the particular terms of each subscriber plan, as well as accurate database management and operation of a very large number of tariff plans. From time to time, we have detected some discrepancies between certain tariff plans and the information processed by our internal information systems, such as applying an incorrect rebate or applying an incorrect tariff to a service, resulting in a higher or lower charge. We have invested substantial resources to refine and improve our information and control systems and ensure that our tariff plans are appropriately processed by our information systems. We have also taken steps to remedy the identified discrepancies. Despite our investments, we may experience discrepancies in the future due to the multiplicity of our plans and the scope of the processing tasks. Further, while we invest substantial efforts in monitoring our employees and third-party distributors and dealers that market our services, it is possible that some of our employees, distributors or dealers may offer terms and make (or fail to make) representations to existing and prospective subscribers that do not fully conform to applicable law, our license or the terms of our tariff plans. As a result of these discrepancies, we may be subject to subscribers' claims, including class action claims, and substantial sanctions for breach of our license that may materially adversely affect our results of operations.



**3D.2j Actual and alleged health risks related to network sites and the use of mobile telecommunications devices, including handsets, could have a material adverse effect on our business, operations and financial condition.**

A number of studies have been conducted to examine the health effects of wireless phone use and network sites, and some of these studies have been construed as indicating that radiation from wireless phone use causes adverse health effects. Media reports have suggested that radio frequency emissions from network sites, wireless handsets and other mobile telecommunication devices may raise various health concerns.

The Ministry of Health published in July 2008 recommendations regarding precautionary measures when using cellular handsets. The Ministry of Health indicated that although the findings of an international study on whether cellular phone usage increases the risk of developing certain tumors were not yet finalized, partial results of several of the studies were published, and a relationship between prolonged cellular phone usage and tumor development was observed in some of these studies. These studies, as well as the precautionary recommendations published by the Ministry of Health, have increased concerns of the Israeli public with regards to the connection between cellular phone exposure and illnesses.

In May 2011, the International Agency for Research on Cancer (“IARC”), which is part of the World Health Organization (“WHO”), published a press release according to which it classified radiofrequency electromagnetic fields as possibly carcinogenic to humans based on an increased risk for adverse health effects associated with wireless phone use.

In June 2011, WHO published a fact sheet (no. 193) in which it was noted that “A large number of studies have been performed over the last two decades to assess whether mobile phones pose a potential health risk. To date, no adverse health effects have been established as being caused by mobile phone use”. It was also noted by WHO that “While an increased risk of brain tumors is not established, the increasing use of mobile phones and the lack of data for mobile phone use over time periods longer than 15 years warrant further research of mobile phone use and brain cancer risk in particular, with the recent popularity of mobile phone use among younger people, and therefore a potentially longer lifetime of exposure”. WHO notified that in response to public and governmental concern it will conduct a formal risk assessment of all studied health outcomes from radio frequency fields exposure by 2014.

We have complied and are committed to continue to comply with the rules of the authorized governmental institutions with respect to the precautionary rules regarding the use of cellular telephones. We refer our customers to the precautionary rules that have been recommended by the Ministry of Health, as may be amended from time to time.

While, to the best of our knowledge, the handsets that we market comply with the applicable laws that relate to acceptable Specific Absorption Rate (“SAR”) levels, we rely on the SAR levels published by the manufacturers of these handsets and do not perform independent inspections of the SAR levels of these handsets. As the manufacturers’ approvals refer to a prototype handset, and not for each and every handset, we have no information as to the actual level of SAR of the handsets along the lifecycle of the handsets, including in the case of repaired handsets. See also “Item 4B.13f Other Licenses”. Furthermore, our network sites comply with the International Council on Non-Ionizing Radiation Protection standard, a part of the World Health Organization, which has been adopted by the Israeli Ministry of Environmental Protection.

Several lawsuits have been filed in the past against operators and other participants in the wireless industry alleging adverse health effects and other claims relating to radio frequency transmissions from sites, handsets and other mobile telecommunications devices, including lawsuits against us.

A class action was filed against us and three other operators alleging, among other things, that health effects were caused due to a lack of cell sites, resulting in elevated levels of radiation, mainly from handsets. The plaintiffs stressed that health damages are not a part of the claim. The parties filed a request to approve a settlement agreement that is subject to the court’s approval. Another class action was also filed against us and three other operators alleging, among other things, that the supply of accessories that are intended for carrying cellular handsets on the body are sold in a manner that contradicts the instructions and warnings of the cellular handset manufacturers and the recommendations of the Ministry of Health, and without disclosing the risks entailed in the use of these accessories when they are sold or marketed. The parties filed a request to approve a settlement agreement that is subject to the court’s approval.

In February 2009, a municipal court ruled against one of our competitors, stating that there is no need for the standard burden of proof to prove damages from a cellular network site, and that under certain circumstances it would be sufficient to prove the possibility of damage in order to transfer the burden of proof to the cellular companies. To the best of our knowledge, the defendant appealed the ruling and the ruling was dismissed as part of a settlement between the parties. Although we were not a party to this proceeding, such rulings could have an adverse effect on our ability to contend with claims of health damages as a result of the erection of network sites.

The perception of increased health risks related to network sites may cause us increased difficulty in obtaining leases for new network site locations or renewing leases for existing locations or otherwise in installing mobile telecommunication devices. If it is ever determined that health risks existed or that there was a deviation from radiation standards which would result in a health risk from sites, other telecommunication devices or handsets, this would have a material adverse effect on our business, operations and financial condition, including through exposure to potential liability, a reduction in subscribers and reduced usage per subscriber. Furthermore, we do not expect to be able to obtain insurance with respect to such liability.

**3D.2k In the event critical elements of our networks which provide mobile, fixed-line, ISP and ILD services are damaged or rendered non-operational, we may not be able to replace them or return them to service quickly. As a result, we may not be able, for an indeterminate period of time, to provide services to a substantial portion of our subscribers, furnish some services properly or at all, charge for services provided or ensure data security, causing loss of revenues, a duty of compensation to subscribers, damage to our brand and reputation, and loss of customers.**

Some elements of our network, particularly our mobile network, perform critical functions for broad sectors of our network operation, such as switching, billing and data platforms. If such a critical element were damaged or ceased proper operation due to natural causes (such as fire, water, extreme weather conditions, earthquake), technical failures or hostile activities (see "Item 3D.2p The political and military conditions in Israel may adversely affect our financial condition and results of operations.") or cyber incidents generated either externally through accidental malfunctioning or deliberate intrusion, or internally as a result of technical breakdown, damages may result to us or to our customers. For example, an entire sector of our network coverage or all of it may be rendered non-functioning, which means that we would not be able to provide telecommunications services to a substantial portion of our subscribers; or we may be unable to provide certain services, or to provide them without disruptions or charge for services rendered, or we may experience loss of data of the Company or of our customers stored with us. During 2013, we experienced an increase in cyber incident attempts. Although we have integrated systems to protect against events such as cyber incidents and prepared Disaster Recovery Plans ("DRP"), it is not possible to determine in advance whether our defense systems and recovery plans will continue to be entirely effective, or how quickly we will be able to restore service. In the event we are unable to provide telecommunications services to a substantial portion of our subscribers, whether temporarily or for an extended period of time, our business and short- and long-term results of operations will be materially negatively affected, we may be exposed to legal claims and liability to our subscribers, our brand and reputation may be damaged, we may suffer a loss of customers, and we may be required to compensate our customers, which may adversely affect our results of operation.

**3D.2l The telecommunications industry is subject to rapid and significant changes in technology and industry structure which could reduce demand for our services.**

We may face competition from existing or future technologies that have the technical capability to handle mobile and fixed-line telephone calls, and to interconnect with local and international telephone networks and the Internet. Such new and evolving technologies, include fixed-line and, private and shared radio networks, broadband wireless access services, Over the Top or Internet-based voice and multimedia services, WiFi technologies and VoC. For example, internet-based services that provide user experience largely equivalent to our offerings, such as Voice over IP ("VoIP"), messaging services (Skype, Viber, whatsapp), and video services (youtube, video portals) are already available. In addition, the rapid development in recent years of technologies that allow international calls to be placed over the Internet without the need to use the services of an ILD has caused a decrease in the amount of international call minutes placed through the ILD services and also serve as an alternative for fixed-line communications. In particular, the risk posed by VoIP is that the purchase of a data package alone will be sufficient for the provision of most cellular voice, data and messaging services.

The effect of emerging and future technological changes, including the convergence of technologies, on the viability or competitiveness of our network cannot be accurately predicted. The technologies we employ or intend to employ may become obsolete or subject to competition from new disruptive technologies in the future. Competition from new technologies in the future may have a material adverse impact on our business and results of operations.

Moreover, global equipment vendors and Internet providers have expressed their interest in penetrating the cellular telephone industry and strengthening their position along the value chain. They have expressed their intention, and some have already begun, to provide direct access to the end-user to a wide variety of applications and services (e.g. Apple with iTunes and Google with the Android market). This has already changed our competitive position and may further increase the dominance of those new providers at the expense of cellular service providers. Changes in the industry value chain structure might result in an increase in our expenses as well as a decrease in our revenues.

**3D.2m We are exposed to, and currently engaged in, a variety of legal proceedings, including requests to approve lawsuits as class actions related primarily to our network infrastructure and consumer claims.**

In addition to a number of legal and administrative proceedings arising in the ordinary course of our business, we have been named as defendants in a number of civil and criminal proceedings related to our network infrastructure, which may result in civil liabilities or criminal penalties against us or our officers and directors, and consumer claims regarding, for example, our tariff plans and billing methods, which may result in significant monetary damages and civil penalties. The costs that may result from these lawsuits are only accrued when it is more likely than not that a liability, resulting from past events, will be incurred and the amount of that liability can be quantified or estimated within a reasonable range. The amount of the provisions recorded is based on a case-by-case assessment of the risk level, and events arising during the course of legal proceedings may require a reassessment of this risk. The Company's assessment of risk is based both on the advice of legal counsel and on the Company's estimate of the financial exposure if the verdict is in favor of the plaintiff. If we underestimate the potential exposure, our financial results will be adversely affected. See "Item 8A.1 Legal And Administrative Proceedings".

We are also subject to the risk of intellectual property rights claims against us, including in relation to innovations we develop ourselves and the right to use content, including music content, which we have purchased from third parties who present themselves as the owners of the intellectual property rights included in the content, or as the representatives of the owners of the intellectual property, when in fact they may not be. These claims may require us to initiate or defend protracted and costly litigation, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages or may be required to obtain licenses for the infringing product or service. If we cannot obtain all necessary licenses on commercially reasonable terms, we may be forced to stop using or selling the products and services.

**3D.2n We are dependent upon our ability to interconnect with other telecommunications carriers. We also depend on Bezeq and other suppliers for transmission services and some of our Fixed-Line Services are dependent on our having access to Bezeq and the HOT Group's fixed-line network. The failure of these carriers to provide these services on a consistent basis could have a material adverse effect on us.**

Our ability to provide commercially viable fixed-line and cellular telephone services depends upon our ability to interconnect with the telecommunications networks of existing and future fixed-line, cellular telephone and international operators in Israel in order to complete calls between our customers and parties on the fixed-line or other cellular telephone networks. All fixed-line, cellular telephone and international operators in Israel are legally required to provide interconnection to, and not to discriminate against, any other licensed telecommunications operator in Israel. We have interconnect relations with all the Israeli operators, including Bezeq and HOT Telecom, and we also depend on their internet broadband access infrastructure in order to provide ISP services and VoB fixed telephony services to the residential market. See "Item 3D.1b If insufficient or improperly implemented, regulatory initiatives that are intended to allow telecommunication providers, such as Partner, that do not have their own fixed-line infrastructure to include the infrastructure component as part of their bundled service offerings may negatively affect our business and results of operations."

We are also dependent on the submarine infrastructure made available by Med Nautilus, which provides mutual international transmission based on fiber optics between Israel and other countries. See "10C Material Contracts". We also depend on foreign operators that provide us with interconnection to the global internet network.

We also rely on agreements to provide ILD services to our subscribers. However, we cannot control the quality of the service that other foreign telecommunication companies provide or whether they will be able to provide the services at all, and it may be inferior to our quality of service.

We have no control over the quality and timing of the investment and maintenance activities that are necessary for these entities to provide us with interconnection to their respective telecommunications networks. Disruptions, stoppages, strikes and slowdowns experienced by them may significantly affect our ability to provide telecommunication services. The failure by our suppliers to provide reliable interconnections and transmission services to us on a consistent basis could have a material adverse effect on our business, financial condition or results of operations.

**3D.2o Our marketing strategy relies on using the international Orange brand. If our brand license agreement terminates or is revoked, we will lose one of our main competitive strengths.**

Our marketing strategy relies on the use of the international Orange brand, which we license from Orange Brand Services Limited, a member of the France Telecom Group ("Orange"). The license granted to us under the agreement that was entered into on July 1, 1998, shall be in effect for as long as we are able and legally eligible under the laws of Israel to offer telecommunications services to the public in Israel and for as long as we comply with the terms of the agreement. Under the brand license agreement, Orange may terminate our license if we have materially breached the agreement and such breach has not been remedied within a certain time period. If we lose the use of the Orange brand, we would lose one of our main competitive strengths and have to create and position a new brand, which could require substantial time and financial resources. As a result, our business and results of operation may be negatively affected.

**3D.2p The political and military conditions in Israel may adversely affect our financial condition and results of operations.**

The political and military conditions in Israel directly influence us. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors. Hostilities involving Israel, the interruption or curtailment of trade between Israel and its trading partners and political instability within Israel or its neighboring countries are likely to cause our revenues to fall and harm our business. During the last decade, there has been a high level of violence between Israel and the Palestinians, including missile strikes by Hamas against Israel, which led to an armed conflict between Israel and the Hamas in December 2008 and January 2009 and more recently in November 2012. In addition, Iran has threatened to attack Israel and is widely believed to be developing nuclear weapons. There is evidence that Iran has a strong influence among extremist groups in areas that neighbor Israel, such as Hamas in Gaza and Hezbollah in Lebanon. This situation may potentially escalate in the future to violent events which may affect Israel and us. Ongoing violence between Israel and its Arab neighbors and Palestinians may have a material adverse effect on the Israeli economy, in general, and on our business, financial condition or results of operations. During such periods, incoming and outgoing tourism may be affected which consequently may have an adverse effect on our financial results. In particular, in recent conflicts, missile attacks have occurred on civilian areas, which could cause substantial damage to our infrastructure network, reducing our ability to continue serving our customers as well as our overall network capacity. In addition, in the event political unrest and instability in the Middle East, including changes in some of the governments in the region, causes investor concerns resulting in a reduction in the value of the shekel, our expenses in non-shekel currencies may increase, with a material adverse effect on our financial results.

Some of our directors, officers and employees are currently obligated to perform annual reserve duty. Additionally, all reservists are subject to being called to active duty at any time under emergency circumstances. In addition, some of our employees may be forced to stay at home during emergency circumstances in their area. We cannot assess the full impact of these requirements on our workforce and business if conditions should change.

During an emergency, including a major communications crisis in Israel's national communications network, a natural disaster, or a special security situation in Israel, control of our network may be assumed by a lawfully authorized person in order to protect the security of the State of Israel or to ensure the provision of necessary services to the public. During such circumstances, the government also has the right to withdraw temporarily some of the spectrum granted to us. Under the Equipment Registration and Mobilization to the Israel Defense Forces Law, 1987, the Israel Defense Force may mobilize our engineering equipment for their use, compensating us for the use and damage. This may materially harm our ability to provide services to our subscribers in such emergency circumstances, and would thus have a negative impact on our revenues and results of operations.

Moreover, the Prime Minister of Israel may, under powers which the Telecommunications Law grants him for reasons of state security or public welfare, order us to provide services to the security forces, to perform telecommunications activities and to set up telecommunications facilities required by the security forces to carry out their duties. While the Telecommunications Law provides that we will be compensated for rendering such services to security forces, the government is seeking a change in the Telecommunications Law which would require us to bear some of the cost involved with complying with the instructions of security forces. Such costs may be significant and have a negative impact on our revenues and results of operations.

**3D.2q Operating a telecommunications network involves the inherent risk of fraudulent activities and potential abuse of our services, which may cause loss of revenues and non-recoverable expenses.**

There is an inherent risk of potential abuse by individuals, groups, businesses or other organizations that use our telecommunications services and avoid paying for them. The effects of such fraudulent activities may be, among others, a loss of revenue and out-of-pocket expenses which we will have to pay to third parties in connection with those services, such as interconnect fees, payments to international operators or to operators overseas and payments to content providers. Such payments may be non-recoverable. Although we are taking measures in order to prevent fraudulent activities, we have suffered from these activities in the past, and we may suffer from them in the future. The financial impact of fraudulent activities that have occurred in the past has not been material. However, fraudulent activities may in the future materially affect our financial condition and results of operations.

**3D.2r Our business may be impacted by shekel exchange rate fluctuations and inflation.**

Nearly all of our revenues and a majority of our operating expenses are denominated in shekels. However, in recent years, between one fifth and one quarter of our operating expenses (excluding depreciation and amortization), including a substantial majority of our equipment purchases, were linked to or denominated in non-shekel currencies, mainly the US dollar. These expenses related principally to the acquisition of handsets, where the price paid by us is based mainly on US dollars. In addition, a substantial amount of our capital expenditures are incurred in, or linked to, non-shekel currencies, mainly US dollars. A decline in the value of the shekel against the dollar (or other foreign currencies) could have a further adverse impact on our results, which may be material if we are unable to pass on higher costs to our customers in the Israeli market. Material changes in exchange rates may cause the amounts that we must invest to increase materially in shekel terms.

Since May 2013, we have not entered into any derivative transactions to hedge underlying exposure to foreign currencies. As a matter of policy, we do not enter into transactions of a speculative or trading nature.

Our bank borrowings and repayments of principal and interest on our Series B Notes due 2016, Series C Notes due 2018, Series D Notes due 2021 and Series E Notes due 2017 are currently in shekels, of which Series B and C, and bank borrowings, at a total principal of NIS 1,799 million (including current maturities, less offering expenses) are linked to CPI. We may not be able to raise our tariffs in a manner that would fully compensate for any increase in the CPI. Therefore, an increase in the rate of inflation may also have a material adverse impact upon us by increasing our financial expenses without an offsetting increase in revenue. See "Item 11. Quantitative and Qualitative Disclosures About Market Risk" for more information regarding the Company's exposure to exchange rate fluctuations and inflation.

**3D.2s We may fail to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, which may have a material adverse effect on our operating results and our share price.**

Our efforts to comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 relating to the evaluation of our internal control over financial reporting required substantial resources, management time and attention. We expect these efforts to require a continued commitment of resources. If we fail to maintain the adequacy of our internal controls, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting. Although our management has concluded that our internal control over financial reporting was effective as of December 31, 2013, we may identify material weaknesses or other disclosable conditions relating to internal control over financial reporting in the future. Failure to maintain effective internal control over financial reporting could result in investigation or sanctions by regulatory authorities and significant effort and expense, and could have a material adverse effect on our operating results and on the market price of our ordinary shares.

**3D.2t Based on a decision of the Board of Directors in 2012, dividend distributions are assessed from time to time on the basis of various factors. There can be no assurance that dividends will be declared or, if they are, at what level.**

In September 2012, the Board of Directors resolved to cancel the existing dividend policy, which targeted a minimum payout ratio of 80% of annual net income, and to assess dividend distributions (and their scope) from time to time, by reference to, inter alia, the Company's cash flow, profitability, debt level, debt coverage ratios and the business environment in general. The level of any distribution of dividends may also be affected by the Company's stated intention to use its cash flow and take other measures to reduce its net debt, as well as by the need to comply with existing financial covenants and to fund any necessary capital expenditures.

Under Israeli law, the payment of dividends is generally made from accumulated retained earnings or retained earnings accrued over a period of the last two years (after deducting prior dividends to the extent not already deducted from retained earnings), and in either case, provided there is no reasonable concern that the dividend will prevent the company from satisfying current or foreseeable obligations as they come due. A dividend distribution that does not meet the above mentioned conditions would be allowed only after receiving court approval and after providing debtors with the opportunity to present to the court any opposition to the dividend distribution.

For the year ended December 31, 2011, the Company distributed dividends in an amount of NIS 350 million. For the year ended December 31, 2012, the Company distributed dividends in an amount of NIS 160 million. No dividends have been declared for the year ended December 31, 2013.

There is no assurance that we will declare dividend distributions in the future or regarding the level of any dividend distribution which may be declared. A distribution of dividends that may result in a significant reduction of our future reserves could prevent us from complying with existing or future financial covenants, or limit our ability to fund capital expenditures. We may also be required to increase our financial indebtedness to obtain needed liquidity, which may not be possible on commercially reasonable terms or at all.

If we are unable to pay dividends at levels anticipated by our shareholders, the market price of our shares may be negatively affected and the value of our investors' investment may be reduced.

### 3D.3 RISKS RELATED TO OUR PRINCIPAL SHAREHOLDERS

**3D.3a 30.87% of our issued and outstanding shares and voting rights are held by our largest shareholder, who has entered into a shareholders' agreement with our second largest shareholder, whose holdings, when aggregated with those of its parent company, amount to 13.95% of our issued and outstanding shares and voting rights.**

As of January 31, 2014, our largest shareholder, S.B. Israel Telecom Ltd. ("S.B. Israel Telecom"), held approximately 30.87% of our issued and outstanding shares following the change of control transaction in January 2013 pursuant to which S.B. Israel Telecom acquired shares from Scailex Corporation Ltd. ("Scailex") and Leumi Partners Ltd. The holdings of our second largest shareholder, Scailex, an Israeli corporation listed on the Tel Aviv Stock Exchange that is indirectly controlled by Mr. Ilan Ben-Dov, together with the holdings of its parent company, Suny Electronics Ltd., amount to approximately 13.95% of our issued and outstanding shares. See "Item 7A.1 Principal Shareholders".

As part of the change of control transaction, S.B. Israel Telecom and Scailex have signed a shareholders' agreement regarding, among others, the exercise of their voting rights (in which they have agreed to hold a preliminary meeting to coordinate a uniform vote in advance of each shareholders' meeting) and their consent regarding nomination of directors in Partner. See "Item 7A Major Shareholders – Shareholders' Agreement".

As our largest shareholder, S.B. Israel Telecom has the ability to significantly influence our business through its ability to appoint directors serving on our Board of Directors and thereby substantially control all actions that require approval of our Board of Directors.

S.B. Israel Telecom and Scailex are not obligated to provide us with financial support or to exercise their rights as shareholders in our best interests or in the best interests of our other shareholders and noteholders, and either one or both may engage in activities that conflict with such interests. If the interests of S.B. Israel Telecom and Scailex conflict with the interests of our other shareholders and noteholders, those shareholders and noteholders could be disadvantaged by the actions that these shareholders may pursue. However, our largest shareholders are subject to the fairness duty of a controlling shareholder under the Israeli Companies Law. See "Item 6C.13 Duties of a Shareholder".

For more information regarding our major shareholders see "Item 7A Major Shareholders and 7A.1 Principal Shareholders".

## ITEM 4. INFORMATION ON THE COMPANY

### 4A. History and Development of the Company

We were incorporated in Israel under the laws of the State of Israel on September 29, 1997, as Partner Communications Company Ltd. Our products and services are marketed under the Orange brand and since 2011 under the 012 Smile brand. Our principal executive offices are located at 8 Amal Street, Afeq Industrial Park, Rosh Ha'ayin 48103, Israel (telephone: 972-54-7814-888). Our website addresses are [www.orange.co.il](http://www.orange.co.il) and [www.012mobile.co.il](http://www.012mobile.co.il). Information contained on our websites do not constitute a part of this annual report. Our authorized U.S. representative is Puglisi and Associates, 850 Library Avenue, Suite 204, Newark, Delaware, 19711 and our agent for service in the United States is CT Corporation, 111 Eighth Avenue, New York, New York 10011.

Since our incorporation, we have achieved a number of important milestones:

- In April 1998, we received our license to establish and operate a cellular telephone network in Israel.
- In January 1999, we launched full commercial operations with approximately 88% population coverage and established a nationwide distribution.
- In October 1999, we completed our initial public offering of ordinary shares in the form of American Depositary Shares, and received net proceeds of approximately NIS 2,092 million, with the listing of our American Depositary Shares on NASDAQ and the London Stock Exchange. We used part of these net proceeds to repay approximately NIS 1,494 million in indebtedness to our principal shareholders, and the remainder to finance the continued development of our business. (In March 2008, we voluntarily delisted our ADSs from the London Stock Exchange.)

- In August 2000, we completed an offering, registered under the US Securities Act of 1933, as amended, of \$175 million (approximately \$170.5 million after deducting commissions and offering expenses) in 13% unsecured senior subordinated notes due 2010. These notes were redeemed in August 2005.
- On March 31, 2001, we had over 1,000,000 cellular subscribers.
- In July 2001, we registered our ordinary shares for trading on the Tel Aviv Stock Exchange.
- In December 2001, the Ministry of Communications awarded us two bands of spectrum: one band of GSM 1800 spectrum and one band of 2100 UMTS third generation spectrum.
- In June 2002, our license was extended until February 2022.
- In August 2003, we had over 2,000,000 cellular subscribers.
- In December 2004, we commercially launched our 3G network.
- In March 2005, we completed a debt offering, raising NIS 2.0 billion in a public offering in Israel of notes due 2012.
- In April 2005, we repurchased approximately 33.3 million shares from our Israeli founding shareholders, representing approximately 18.1% of our outstanding shares immediately before the repurchase.
- In the third quarter of 2005, our Board of Directors and shareholders approved the distribution of our first cash dividend, in the amount of NIS 0.57 per share, totaling approximately NIS 86.4 million.
- In March 2006, we launched services based on the High Speed Downlink Packet Access (“HSDPA”) technology. HSDPA is a technological enhancement to our 3G services that offers subscribers the ability to access our 3G services at higher speeds. The HSDPA technology has been deployed to support up to 21 Mbps on the downlink and 5.76 Mbps on the uplink.
- In July 2006, we purchased Med-1 I.C.–1 (1999) Ltd.’s fiber-optic transmission business for approximately NIS 71 million, in order to enable us to reduce our transmission costs as well as to provide our business customers with bundled services of transmission of data and voice and fixed-line services.
- In January 2007, we were granted a domestic fixed license by the Ministry of Communications, and in February 2007 we were granted a network termination point license.
- In December 2008 and January 2009, we launched three additional non-cellular business lines: VoB telephony services, ISP services and Web VOD (video on demand).
- In October 2009, Scailex became our principal shareholder through acquiring the entire interest in the Company of our previous controlling shareholder. Scailex is indirectly controlled by Mr. Ilan Ben-Dov.
- In February 2010, the District Court approved the application submitted by the Company for a special dividend distribution in the total amount of NIS 1.4 billion (exceeding the surpluses for distribution) to the Company’s shareholders (“the capital reduction”). Following the District Court’s approval, a total amount of NIS 1.4 billion or approximately NIS 9.04 per share was paid on March 18, 2010, to shareholders and ADS holders of record on March 7, 2010, which resulted in a reduction of the shareholders’ equity by an equal amount.



- On March 3, 2011, we acquired all of the outstanding shares of 012 Smile Telecom Ltd., a leading provider of broadband and traditional telecommunications services in Israel. 012 Smile's broadband services include broadband Internet access (ISP) with a suite of value-added services, specialized data services and server hosting, as well as new innovative services such as local telephony via voice over broadband (VOB) and a WiFi network of hotspots across Israel. Traditional voice services include ILD, hubbing, roaming and signaling and calling card services. 012 Smile services residential and business customers, as well as Israeli cellular operators and international communication services providers through its integrated multipurpose network. 012 Smile's network allows it to provide services to almost all of the homes and businesses in Israel. The acquisition of 012 Smile supported our strategy of becoming a leading comprehensive communications group, expanding our range of services and products.
- On January 29, 2013, S.B. Israel Telecom, an affiliate of Saban Capital Group, a private investment firm, based in Los Angeles, California, specializing in the media, entertainment and communications industries, became our principal shareholder through acquiring 30.87% of our issued and outstanding shares, principally from our previous controlling shareholder, Scailex. See "Item 7A Major Shareholders".
- On November 8, 2013, we entered into a 15-year network sharing agreement with HOT Mobile pursuant to which, subject to the approval by the Israeli authorities, the parties would create a 50-50 joint venture, which would operate and develop a cellular network to be shared by both companies (inter alia, as a result of pooling both companies' radio access network infrastructures to create a single radio access network). See "Item 4B.9 Our Network"

For information on our capital expenditures for the last three financial years, and for the principal capital expenditures currently in progress, see "Item 4B.9 Our Network" and "Item 5B Liquidity and Capital Resources".

#### **4B. Business Overview**

Partner Communications Company Ltd. is a leading Israeli telecommunications company, providing a range of cellular and fixed-line telecommunication services. We offer our subscribers technologies and services that we believe are advanced cellular data services through external or internal (in laptops) cellular modems, tablets and smartphones as well as competitive tariff plans.

As part of our strategy to extend our evolution into a diversified multi-service communications group, we supply our services through two business segments:

- the cellular business segment, our main business, which represents the substantial portion of our total revenues. The cellular business segment includes all services provided over our cellular networks including airtime, interconnect, roaming and content services. In addition, the cellular business segment's activities include sales of relevant equipment including cellular handsets, tablets, (including WIFI only tablets) laptops, datacards, modems including built-in modems in laptops and related equipment and accessories. On December 31, 2013, we had approximately 2,956 thousand cellular subscribers, representing an estimated 29% of total Israeli cellular telephone subscribers at that date. As of that date, approximately 72% of our subscriber base (approximately 2,133,000 subscribers) was represented by subscribers who subscribe to post-paid tariff plans and 28% (approximately 823,000 subscribers) by subscribers who subscribe to pre-paid tariff plans. (For a definition of "subscriber", see "Item 3A Selected Financial Data"); and
- the fixed-line business segment, which includes a number of services provided over fixed-line networks including (1) ISP services that provides access to the internet as well as home WiFi networks, including VAS such as anti-virus and anti-spam filtering; and fixed-line voice communication services provided through VOB; (2) Transmission services and PRI; and (3) ILD services, outgoing and incoming international telephony, hubbing, roaming and signaling and calling card services. In addition, this segment includes sales of related equipment such as domestic routers, smartboxes and related equipment.

We market our services mainly under the Orange brand which is licensed to us and has been used successfully in other markets around the world to promote telecommunications services. Throughout the years Orange has been the leading telecommunications brand in Israel. We also market some of our Fixed-Line Services under the 012 Smile brand and some of our Cellular Services under the 012 Mobile brand.

Our GSM/UMTS network covered 99% of the Israeli population at year-end 2013. We currently operate our GSM network in the 900 MHz and 1800 MHz bands and the UMTS network in the 2100 MHz band and in the 900 MHz band. Our services provided on the GSM network (2G) and on our UMTS/HSPA/ HSPA+ network (3G) include standard and enhanced services, as well as value-added services and products. See "Item 4B.6 Services and Products".

In 2013, we were named by marketest, a multi-discipline research and consulting firm, as the number one company among the large cellular companies in Israel in their "market-test rating for customer experience". In 2013, we were named by the Maala organization in their highest platinum category for corporate social responsibility for the sixth consecutive year.

#### 4B.1 SPECIAL CHARACTERISTICS OF THE CELLULAR TELECOMMUNICATIONS INDUSTRY IN ISRAEL

We believe that the following special characteristics differentiate the Israeli market from other developed cellular telecommunications markets:

- **High Rate of Unlimited Packages.** Israeli cellular operators provide, among other price-competitive offers, a particularly high rate of unlimited voice and text packages, and various data packages consisting of relatively high volumes of data at competitive prices.
- **Lack of Migration Barriers.** Due to regulatory changes, the Israeli cellular market to date has limited migration barriers. Operators are no longer able to offer beneficial packages to residential or small business customers that commit to any contract periods, are prohibited from selling locked handsets and are not allowed to charge exit fees or link the sale of handsets to services. In addition, there is full number portability.
- **Cellular Telephone Market Saturation.** Since 1994, the market has sustained a rapid annual rate of growth from a 2.6% penetration rate at year-end 1994 to an estimated penetration rate in Israel at December 31, 2013, of 125%, representing approximately 10.1 million subscribers out of an estimated population of approximately 8.1 million. The total number of estimated cellular telephone subscribers includes dormant subscribers and subscribers to multiple networks as well as other subscribers who are not included in the Israeli population figures, such as Palestinians, visitors, and foreign workers.
- **Entrance of Additional Operators.** The regulatory changes in the telecommunications industry, particularly with respect to additional entrants that include cellular operators and MVNOs, have created a high level of competition in the industry.
- **Favorable Geography.** Israel covers an area of approximately 8,000 square miles (20,700 square kilometers) and its population tends to be centered in a small number of densely populated areas. In addition, the terrain of Israel is relatively flat. These factors facilitate the roll out, maintenance and subsequent upgrades of a cellular network in a cost effective manner.
- **High Penetration of Smartphones.** Published market data shows that the relatively young Israeli population has a propensity to accept and use high technology products. The level of penetration of smartphones in the Israeli market is also estimated to be one of the highest in the world.

#### 4B.2 SPECIAL CHARACTERISTICS OF THE FIXED-LINE TELECOMMUNICATIONS INDUSTRY IN ISRAEL

Bezeq and the HOT Group are the only telecommunications services providers with their own nationwide fixed-line infrastructure. The markets for ILD services and ISP services are competitive. The internet market is split between internet infrastructure providers and internet service providers (ISP). While there are only two internet infrastructure providers, many telecommunication companies, including Partner, hold ISP licenses.

##### *Fixed-line Services*

Bezeq is the incumbent provider of fixed-line telephony services in Israel and holds approximately 60% of the market. The other providers of fixed-line telephony services are HOT Telecom, that holds approximately 20% of the market and Partner and Cellcom that hold approximately 9% and 7%, respectively, of the market.

##### *Broadband and Internet services*

The Israeli fixed-line broadband market is characterized by a regulatory structural separation between the providers of the infrastructure services and the providers of internet access services. Based on the reports of Bezeq and HOT Telecom, at the end of September 2013, there were approximately 1.985 million subscribers, and the household penetration rate was approximately 85%. The only providers of fixed-line infrastructure in the market are Bezeq through xDSL technology and HOT Telecom through cable modem technology. xDSL services were launched by Bezeq in 2000 and currently represent approximately 60% of broadband connections. Cable modems, which account for the rest of the market, have been available since 2002.

HOT Telecom announced in 2010 that it had completed the upgrade of its network to UFI (Ultra Fast Internet) and Bezeq completed upgrading its network to high speed NGN in 2012.

In August 2013, the Israel Broadband Company (IBC), was granted licenses after winning the tender published by the State of Israel for the election of a minority shareholder in the Israel Electric Corporation telecommunication project. IBC intends to introduce a new business model which may enable it to reach the retail market through the services of ISPs. According to media reports, IBC plans to launch a web portal in which it would offer ISP services to end users. ISPs which reach agreements with IBC would be listed on such a web portal. For further details see "Item 4B.13d - xi Election Procedure of the Electricity Company".

Internet access is currently provided by three major Internet service providers, or ISPs - Netvision, Bezeq International and us -- as well as some other niche players. The Company estimates that it is the second largest ISP in the market. All three major providers are also suppliers of ILD services (see below).

Until 2011, the Israeli ISPs were connected to the World Wide Web through an underwater communications cable owned and operated by Med Nautilus, a subsidiary of Telecom Italia SpA. Since January 2012, Bezeq International has its own underwater communications cable and in February 2012, the Tamares Group's underwater communications cable commenced operations. These additional underwater cables have increased the effective bandwidth of international data connectivity and reduce costs for ISPs. However, proposed regulation published for public comments by the Ministry of Communications in November 2011 proposes certain limitations on the terms of agreements with Med Nautilus, which would, among other effects, limit the discounts and capacity which Med Nautilus may provide and force ISP providers (other than Bezeq International) to purchase capacity on less favorable terms and prices. For further details see "Item 3D.1c Other regulatory developments may have a negative impact on the Company's business and results of operation."

##### *International long distance services*

ILD services in Israel have been open for competition since December 1996. There are currently eight players in this market. The three major players are: 012 Smile, Bezeq International and Netvision, who are estimated to hold together approximately 90% of the market. The other players are Xfone Communications, and Telzar International Communications Services Ltd., which commenced operations in 2011, and Hashikma N.G.N International Telecommunications 015 Ltd, Golan Telecom and HOT Mobile, that commenced operations in 2012. Beginning in 2012, as part of the unlimited packages that the cellular companies began offering their customers, most of them, including the Company, included ILD services to certain destinations in these packages. Proposed regulations intend, inter alia, to allow all general telecommunications licensees (including MVNOs) to provide international call services to international destinations included in their subscribers' tariff plans and only calls to destinations not included in the subscriber's plans would be routed through ILD providers. See "Item 4B.13d - ix Hearings and Examinations". Such regulations may alter the ILD market structure in Israel and decrease the volume of international calls routed through ILD providers.

#### 4B.3 OUR STRATEGY

We intend to continue to create value for our shareholders, customers and employees. In order to accomplish this, we intend to:

- **Pursue our Evolution into a Diversified Multi-service Communications Group.** In order to compete with the emerging comprehensive telecommunications groups, we are continuing to broaden and diversify our portfolio of products and services to evolve into a diversified multi-service communications and media service provider. Our goal is to provide a full range of telecommunications and media services which will enable customers to satisfy all their telecommunications needs through us. Our high quality network enables our customers to benefit from advanced and high quality services. In addition to our major business providing cellular telecommunications services, our services offering range includes fixed-line telephony, ISP services, transmission services, and ILD services and other accompanying telecom and media services. We also intend to further enrich our media and content offerings in order to attract new customers and increase the level of loyalty and satisfaction of our existing customer base. Our licenses to operate in various telecommunications areas enable us to provide a wide range of services that will potentially be used to create a bundle of telecom and other adjacent services which we believe will favorably affect our ability to limit churn rates, increase customer loyalty, maximize the synergy between our lines of business and generate additional streams of revenues. Upon the establishment of a wholesale market in the fixed-line telecommunications market, we will strive to compete in the infrastructure market so that we may be able to provide our customers with a comprehensive package of services including television services.
- **Drive Customer Satisfaction through Customer Centric Strategy.** We have always believed that customer satisfaction is a key concern. We place a priority on and wish to lead the market in striving for excellence in the customer experience. We do so by differentiating ourselves from our competitors through continuous examination of our customers' needs, requirements and experience so that we may offer tailored packages to the various sectors. We provide our customers with a high level of accessible customer service at our service centers, call centers and digital services. In order to further provide high quality services to our customers and meet their needs, we have established a retail division that focuses on all of the retail interfaces with the customers. Internally, we seek to improve and align all company business model elements to deliver consistent satisfaction at each step of the customer's experience.
- **Increasing Network Speed, Quality and Efficiency.** We have had and shall continue to have, a commitment to ensure the quality of our network in all its domains: cellular, fixed-line telephony, ISP and transmission and the integration of technological progress to support usage growth. We continuously invest in our network platforms and transmission network and are preparing our network for upgrading to LTE, while ensuring smooth migration from existing networks to next generation networks. We are at an advanced stage of LTE deployment. Following the network sharing agreement with HOT Mobile, we expect to improve the coverage and quality and to accelerate the development of our cellular network infrastructure, while reducing operating costs.
- **Improve Efficiency.** We place a premium on improving operational efficiency, adjusting costs and workforce to a level appropriate for evolving market conditions. The intense competition in the Israeli telecom market requires us to further reduce costs to align them with reduced revenues. The network sharing agreement with HOT Mobile marks an additional step in the adjustment of Partner's operational structure to the changing market conditions, while continuing to allocate resources to improve the advanced services that the Company provides its customers. In order to increase efficiency, we are reorganizing and consolidating Company real estate including by adjusting the size of some of our service centers and their deployment in a manner that will enable us to provide our customers with a full range of services in accessible locations. See "Item 4B.9 Our Network".

- **Growth in Mobile Broadband.** We are pursuing growth in mobile broadband to capitalize on the rapid increase in demand for ubiquitous mobile data services and devices. In this context, we are responding to the rapid growth of mobile data traffic, and adopting targeted segmentation and pricing strategies as well as taking advantage of different broadband connection modes, to deliver a valuable quality of broadband service to users.
- **Company Culture.** We believe that our employees are the Company's main and most significant asset and that each individual should be a key advocate of the Company's services and products. The successful execution of the Company's strategy depends on the motivation, loyalty and capabilities of our employees. Therefore we place great importance on forums that allow us to learn from our employees about their experience with the customer. Part of the Company's culture is to encourage an open discussion among all levels of employees including an "open door" policy of the CEO and a direct access to management. We allocate resources for the training of our employees in order to meet the continuous and changing requirements of our business and invest in their welfare by addressing their needs through various forums and modes of communication.

#### 4B.4 COMPETITIVE STRENGTHS

We believe that the following competitive strengths differentiate us from our competitors and will assist us in achieving our mission and implementing our strategies:

- **High Quality Networks.** We believe that we set high standards for network quality. We constantly invest in upgrading our network to the most advanced software and hardware, in all network domains – Radio Network, Fixed transmission network, fixed and mobile core network platforms, underlying IP infrastructure and supporting active and passive infrastructure (such as AC/DC power system, A/C, cabling, and antennae). We also continuously add more base cellular stations to gain better, denser site grids which give better coverage and capacity, resulting in a better quality of service in terms of accessibility (i.e. setup success), retainability (i.e. drop probability) and quality (e.g. peak and average data rates and voice quality). These investments, together with the use of sophisticated network planning, optimization and monitoring tools and techniques, have produced a high quality network which has been branded as the Orange "UltraneT".
- **Strong Brand Identity.** Since the launch of our full commercial operations in the cellular segment, we have made a substantial investment in promoting our brand identities in Israel to represent quality, innovation and customer service. Our marketing activities have resulted in wide-scale recognition of our brands for cellular and fixed-line services in Israel.
- **Focus on Customer Experience.** Since we believe that customer satisfaction is a key concern, we provide a quality customer experience through quick, simple and reliable handling of customer needs and interactions, which we have achieved through investments in technology, offering tailored packages to the various sectors, launching a new portfolio of smartphones and tablets, and new communications products as well as training of customer service skills.
- **Variety of communication products.** We believe that our fixed-line telephony, ISP services, transmission services and ILD services, strengthen our position in the communications market. Offering a variety of combined mobile and fixed-line products and services will enable us to better compete with the bundled services of other players, increase customer loyalty, and serve as an additional source of revenue.
- **Strong and Motivated Management Team.** We have been able to attract a number of Israeli senior managers from the telecommunications, high-tech and consumer products industries. Our management team is experienced and highly respected and, we believe, well-positioned to manage and lead the Company.

#### **4B.5            MARKETING AND BRAND**

We believe that a focused marketing strategy is critical to support our goal of sustaining our position as a leading provider of quality and innovative communications solutions in Israel. Our marketing strategy is based upon the international Orange brand in which we continuously invest in order to maintain its high position in the telecommunications market.

Our marketing strategy emphasizes high value for money, network quality, quality of customer service and innovation. Subsequent to acquisition of 012 Smile in 2011, the Company markets some of its services under 012 Smile and 012 Mobile.

In order to better address our customer needs, while maintaining customer value, we launched the 012 Mobile brand in order to compete in the cellular low price competitive landscape, thus supporting the premium pricing of the Orange brand among the incumbent cellular operators. While the Orange brand is differentiated by a superior network, customer centric approach, expansive customer service, wide distribution and service channels, wide variety of handsets as well as technical guidance, 012 Mobile is characterized by highly competitive pricing, simplicity and digital customer service. In order to promote our advanced new handsets, tariffs and services, we employ a large number of promotional activities and use a broad range of advertising media. During 2013, we continued to pursue an advertising presence in the media in order to maintain high exposure for our brand and advanced technologies. Our main advertising activities focus on promoting the 'UltraneT - The best and fastest cellular network in Israel', subscribership and usage of 3G and HSPA services, and of advanced mobile applications and content such as mobile broadband using data-cards and smartphones, as well as increasing loyalty among our customers. Our marketing strategy focuses on promoting our services to various segments of the Israeli population. We advertise our services in several languages. In addition to traditional media, we promote our brand and services by sponsoring and initiating cultural and community programs. We use the distinctive Orange brand logo in our promotional activities and advertising. See "Item 4B.12 Intellectual Property".

In 2013, the price competition in the market intensified and we maintained our customer centric strategy and invested in our customers by launching 'ONE' customers program which grants our clients a high level of service, a variety of handpicked and customized discounts, offers and monthly surprises.

#### **4B.6            SERVICES AND PRODUCTS**

Our principal business, which provides approximately 80% of our revenues in 2013, (excluding inter-segment revenues) was derived from providing Cellular Services and handset sales for the cellular market in Israel. Approximately 20% of our revenues (excluding inter-segment revenues) are generated through our Fixed-Line Services and handset sales for the fixed-line market.

Our goal is to provide the best mobile broadband and fixed- line network, offering a wide range of products, services and content to the cellular and fixed- line customers and provide an excellent customer experience.

*Cellular Services.* Our major service is cellular telephony service – provided on both our 2G and 3G networks. Our basic offer includes domestic mobile calls, international dialing, roaming, voice mail, call waiting, call forwarding, caller identification, conference calling, short message services ("SMS"), intelligent network services (such as VPN and funtone), fax transmission, mobile broadband at speeds of up to 42 Mbps<sup>1</sup> and other services as a mobile portal of content services and applications including a rich selection of television, games and music under the Orange brand. We have concluded content agreements with a variety of content providers and suppliers in the Israeli television and entertainment industry.

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<sup>1</sup> The cellular data transmission speed is not constant and is dependent on various factors including coverage, network availability, the chosen connectivity technology, the handset, and cellular, internet and other telecommunication networks.

Our main focus throughout 2013 was to continue to expand our 3G and HSPA business in Israel, to prepare the network for LTE technologies, and to enhance our relationship with our customers through active retention activities. To meet these goals, we are implementing our strategic network upgrade project, in which all network radio and core elements are being upgraded to Ericsson's most advanced products range. We have also expanded our transmission network to support the demand for high data transmission rates, and we introduced a third radio carrier for HSPA services, utilizing part of our existing 900 MHz spectrum. In parallel, we have also expanded our 3G handset portfolio to cater to several specific market segments, including the launch of the Infinity private label and mobile broadband solutions. Finally, we have enhanced our content portal offering and launched several innovative customer retention activities including our mobile application "MyOrange".

Due to the continuous penetration of smartphones and combined service price plans providing considerable volumes of unlimited packages of voice calls and text messages and various limited packages of data consumption on the cellular network, the Company expects that purchases of cellular data packages will continue to increase during the upcoming year.

The Company began offering, in late December 2012, an HD Voice service. This technology extends the frequency range of audio signals transmitted over the mobile voice call, resulting in higher quality speech transmission. HD Voice service provides numerous benefits compared to traditional voice transmission, including clearer overall sound quality; easier voice recognition; greater distinction between similar sounds, reduced background noise, and enhanced clarity for faint talkers. HD voice is now supported on our network for a growing range of mobile handsets, including all the most advanced smartphones that support this feature.

**Fixed-line Services.** We offer fixed-line services that include ISP services as well as home Wi-Fi networks, ILD services, transmission services and VoB telephony services.

- *ISP services.* As an internet service provider, we offer our customers ISP services and as a reseller we offer internet access. Our ISP services offering includes email accounts, home WiFi networking as well as additional value added services. Furthermore, we offer an advanced set of communications services that house web servers and related software and provide connectivity to the Internet for business customers.
- *ILD services.* As an international long distance provider, we offer our residential and business customers international telephony services including direct international dialing services, international and domestic pre-paid and post-paid calling cards, and call-back services. In addition, we offer our business customers international toll-free numbers and an international cellular service that offers fixed rates on calls from anywhere in the world. As an international long distance provider, we also provide hubbing traffic routing between network operators for termination of long distance calls outside of Israel.
- *Transmission.* We provide fixed-line transmission and data capacity services. Our fixed-line capacity also includes capacity which we lease from other land-line telecommunications service providers. The services we offer include primarily connectivity services by which we provide high quality, dedicated, point-to-point connection for business customers and telecommunications providers, as well as fixed-line services to business customers.
- *VoB.* This service allows users to make and receive telephone calls over the Internet through an internet connection. We offer traditional voice services to residential and business customers throughout Israel. Our service includes Quality of Service, which ensures high quality voice transmission regardless of the load on the internet connection, and a home gateway which is unique in the Israeli market for its range of sophisticated functionalities, including call "hijack" between the customer's Orange fixed and Orange mobile telephone lines and a variety of domestic dialing for business customers.

#### 4B.6a Handsets

Following the launch of our HSPA network, most of our handset sales were smartphone handsets that enable customers to use content services with high-speed rates of data transmission, cellular modems and lap-tops with HSPA embedded data cards and tablets. As of 2013, we are not allowed to sell handsets with rebates on usage, due to regulatory changes.

#### 4B.6b Tariff Plans

As of December 31, 2013, approximately 72% of our cellular subscriber base (approximately 2,133,000 subscribers) subscribed to post-paid tariff plans, and 28% (approximately 823,000 subscribers) subscribed to pre-paid tariff plans.

Business cellular tariff plans. Our post-paid cellular business tariff plans offer features attractive to business users such as bundles including unlimited amounts of call minutes and SMS (subject to reasonable use) as well as browsing packages; bundles with fixed amounts of call minutes and SMS and browsing packages; tariff plans with fixed tariffs for airtime usage without adding the interconnect charges imposed by other cellular and fixed-line providers for calls made by our subscribers that terminate on third party networks; and providing discounts for calls to designated numbers within a subscriber's calling circle. Our business cellular tariff plans for large business customers with over 100 subscribers, include commitment periods of up to 36 months.

Private customer cellular tariff plans. Most of our post-paid cellular tariff plans for private customers are also bundles including unlimited amounts of call minutes and SMS (subject to reasonable use) as well as browsing packages, or bundles with fixed amounts of call minutes and SMS and browsing packages. We also offer tariff plans that allow our subscribers to control their maximum monthly usage. The elements of our cellular tariff plans for post-paid private customers are packaged and marketed in various ways to create tariff packages attractive to target markets, including families, military, teens, students, family members of business customers and other sectors. Since February 2011, our private customer subscriber agreements do not have any commitment period.

Since 2012, the Company has launched cellular tariff plans under a new brand, "012 Mobile", based on the 012 Smile brand. Under this brand, the Company offers plans mainly under a digital self-service model through a dedicated website (including web-chat with customer representatives) at competitive prices. These tariff plans were launched in order to compete with offers of new operators launched in 2012.

Since 2012, the Company offers special discounts to customers with two or more subscribers in particular cellular plans, and to customers with subscribers in both cellular and fixed-line plans including VoB and ISP.

Under our pre-paid plans, upon purchase of a SIM card or phone card or prepayment by credit card, customers can use our network, including some of our value-added services, without the need to register with us or enter into any contract. Our pre-paid plans enable us to compete in the pre-paid cellular services market.

Fixed-line tariff plans. For our Fixed-Line Services, we have a wide range of diverse plans to meet the needs of the various sub-markets. In the ILD services market we have tariff plans based on call destinations and level of use. We also offer pre-paid plans for our various services. Our Internet Service prices are based on bandwidth. We have also launched an unlimited plan for our VoB packages.



#### **4B.6c International Roaming**

Roaming allows a mobile phone subscriber to place and to receive calls while in the coverage area of a network to which he does not subscribe and to be billed for such service by his home network. Facilitating international roaming was a primary design goal of the GSM system from its inception. A GSM roamer can therefore expect to enjoy substantially the same services, features and security while traveling as he does at home. However, the Ministry of Communications may introduce new regulations that would limit our revenues from roaming services. See "Item 4B.13d - ix Hearings and Examinations" and also "Recent and potential future regulation and negotiation of roaming tariffs, both within Israel and elsewhere, may increase our roaming expenses, decrease our roaming revenues and prevent us from raising our tariffs. If our competitors, including new entrants into the telecommunications market, can deliver a more cost effective roaming service or more effective roaming solutions than we do, our subscribers may migrate to those competitors and our results of operations could be adversely affected."

At December 31, 2013, we had commercial roaming relationships with 438 operators in 185 countries or jurisdictions and 269 3G roaming agreements in 121 countries. We also have agreements with satellite operators, providing global coverage, requiring the use of unique handsets. Creating roaming relationships with multiple operators in each country increases potential incoming roaming revenue for us and gives our subscribers more choice in coverage, services and prices in that country.

The 3G roaming agreements enable our 3G roamers to initiate video calls, high speed data and video and audio content while abroad. Since we operate our GSM services on the 900 MHz band, which is the most widely-used band among GSM operators worldwide in terms of handsets, and also on the 1800 MHz band, all of our roaming enabled subscribers may roam to most countries where we have roaming capability using their own handsets without modification. In some countries cellular networks use either the 1900 MHz band of GSM or other technologies (GSM 850, CDMA or UMTS) with which we have established international roaming. Our subscribers who own dual or tri-band handsets that work on GSM 1900 as well as GSM 900 may also use their own handsets in countries that deploy GSM 1900 frequency with networks using GSM 1900. Other subscribers who advise us of their intention to visit those countries are either loaned free of charge a compatible handset into which they insert their SIM, thus retaining their own phone number, phone book and all other regular features, or are given the option to rent such handsets at their destination upon their arrival.

#### **4B.6d Value-Added Services**

*Cellular Services.* In addition to standard mobile value-added services, See "Item 4B.6 Services and Products", we offer a variety of value-added services including among others, various content services, GPS, mail services, backup and synchronizing services, visual voice mail and vehicle fleet management. These services and others are important to our business as they create differentiating factors and increase customer usage, satisfaction and retention. We continuously track all major market developments regarding value-added network services, and we intend to implement and offer those services that are likely to be popular with customers and which would add value to our business.

*Fixed-line Services.* In addition to standard fixed-line value-added services, we offer a variety of value-added services that include defense and security services for the computer and e-mail that include among others, parental monitoring control, firewall, web hosting, anti-virus and site filtering based on the customer's restriction definition, and other value added internet services including hosting, cloud-based hosted services and virtual switchboard.

In November 2013, a new Retail Division was established to be responsible for all of the Company's working centers, stores and dealers that had previously been part of the Customers Division. The Retail Division is responsible for all aspects of handsets, equipment and accessories including procurement, logistics and final sale to the customer through the various sale channels of the Company as well as handset maintenance through the Company's repair services and labs. Our customer support and service provides several channels for our customers: call centers, walk-in centers and self-service support, which include web-based services, mobile application, Interactive Voice Response ("IVR"), and automated SMS.

*Call Centers.* Guided by our aim to provide high quality service, our call-center services are divided into several sub-centers: customer segment (business, private and pre-paid) for both cellular and fixed-line services, and specialized support and services (finance, network, international roaming and data transfer related issues). The call center services are provided in several languages and also provide chat services through the Company's websites.

*Walk-in Centers.* We currently operate 29 service and sales centers across Israel. These centers provide a face-to-face, uniformly designed, contact channel and offer all services that we provide to customers: sales, handset upgrade, handset maintenance, tablet sales, fixed-line services (such as VOB and ISP) and other services (such as finance, rate-plan changes and subscription to new services) as well as accessories sales. Lease agreements for our retail stores and service centers are for periods of two to ten years. We have the option to extend the lease agreements for different periods including the initial lease period. See also Note 19 to the consolidated financial statements.

*Self-Service.* We provide our cellular customers with various self-service channels, such as IVR, web-based services, services via SMS and services via WAP. These channels provide general and specific information, including tariff plans, account balance, billing-related information and roaming tariffs. They also provide customers with information regarding trouble shooting and handset operation, and enable customers to activate services and to download content. These channels also allow customers to purchase various cellular services and update tariff plans.

All of our service channels are monitored and analyzed regularly in order to ensure the quality of our services and to detect areas that require improvement.

*Management Systems.* Our management systems are certificated and monitored by IQC (The Institute for Quality and Control, an RVA accredited Certification Body authorized by Bureau Veritas Quality International) to the appropriate international standards:

- ISO 9001:2008, which focuses on fulfillment of clients and legal requirements;
- ISO 14001:2004, which coordinates our commitment to habitat and environment; and
- OHSAS 18001:2007, which directs our efforts to provide a safe and healthy work environment at our premises.

#### **4B.7 SALES AND DISTRIBUTION**

We apply a multi-channel approach to target various market segments and to coordinate our cellular and fixed-line sales strategy for both our business as well as private customers.

We distribute our services and products primarily through direct sales channels and indirect sales channels.

##### **4B.7a Direct Sales Channels**

*Orange Sales and Service Centers:* All of our walk-in centers in stores and malls serve as sales centers. The face-to-face contact enables customers to get the “feel and touch” of new handsets, tablets and services demonstrated by our representatives.

*Direct Sales Force:* Our sales force is comprised of sales and service representatives.

- A team of representatives and customer account managers that support small to medium-sized businesses.
- A team of corporate representatives and customer account managers who support large corporate customers.
- A Small Medium Enterprises (“SME”) sales-force team located in regional offices focuses on individual and small business customers.
- A telemarketing department conducts direct sales by phone (to private and business customers), initiates contacts with prospective customers and coordinates appointments for the sales representatives.

Our sales force undergoes regular training to improve their skills of selling advanced solutions such as cellular data, intranet extension and connectivity, virtual private networks, location based services, m2m services, and other value-added services that appeal to corporate customers.

In addition, as of December 31, 2013, we have 24 Orange stands in shopping centers throughout the country, as well as four stores that specialize in sales and handset upgrades.

#### **4B.7b Indirect Sales Channels**

We have agreements with many traditional dealers that provide over 50 points of sale, selling a range of our products. The private dealer network is an important distribution channel because of its ability to attract existing cellular users to our network. Our dealer network focuses primarily on sales to individual customers and, to a lesser extent, small business customers. These dealers specialize in sales for post-paid customers and handset and tablet sales.

In addition we have agreements with 14 prepaid distributors that specialize in sales for pre-paid customers and distribution of pre-paid plans to sub-dealers.

In addition, we have specific dealers that target different segments of the Israeli population with the appropriate style, language and locations. We provide regular training to employees of our dealers to update them on our products and services. Our dealer managers visit dealers on a regular basis to provide information and training, answer questions and solve any problems that may arise. We pay our dealers commissions; however, dealers are not entitled to commissions for any customers that terminate their service within 90 days of activation.

All indirect sales channels are supported by a specialized “dealer support” call center providing information, support and coordination of appointments of car-kit installations.

The 012 Mobile cellular services are marketed through the internet as well as through retail chains and traditional dealers that sell the 012 Mobile SIM card.

#### **4B.8 POST-PAID CUSTOMER CONTRACTS AND CREDIT POLICY**

As of 2011, our standard subscriber agreements with most of our private subscribers are without commitment periods. Each of our business subscribers that has more than 100 lines signs an agreement with a commitment period of up to 36 months (generally including a commitment to pay the monthly charge for the full 36 months). Subscribers are billed monthly for airtime charges and charges per services. Roaming access for direct debit subscribers is subject to credit scoring by our credit supervisors with the assistance of outside credit agencies and may require additional guarantees or deposits.

Our subscribers pay for their services by credit card or by direct bank debit. All credit card accounts are subject to an initial maximum credit limit each month, which varies depending upon the type of credit card and for which we obtain prior approval from the card issuer. When a subscriber account reaches this limit, we may seek approval from the card issuer. If the card issuer does not grant the approval, we may require the subscriber to provide other means of payment or arrange an increase in the approved limit from his credit card issuer. If this does not occur, the subscriber’s usage may be limited or suspended, after receiving our prior notice of such limitation or suspension, until we receive a cash deposit or guarantee from the subscriber.

Most of our cellular subscribers pay for the handsets in 18 or 36 installments, which are charged directly to their credit card or to their monthly bill. If the subscriber opts to pay for the installment via his monthly bill, the outstanding installment payments are not secured. Subscribers acquiring more than a certain number of handsets are subject to a credit scoring review performed by Partner’s credit supervisors with the assistance of outside credit agencies.

## 4B.9 OUR NETWORK

We have built an extensive, resilient and advanced network system in Israel, allowing us to offer our services with extensive coverage and consistent high quality. During the years ended December 31, 2012 and 2013, we made capital expenditures of NIS 343 million and NIS 246 million (\$71 million), respectively, in our network infrastructure, including optic fibers.

### 4B.9a Overview

Our network is a converged fixed and mobile telecommunications network. For mobile services we built a third generation wireless network, which offers full interactive multimedia capabilities. This technology brings wire-free networks significantly closer to the capabilities of fixed-line networks. Improvements in coding and data compression technology provide better voice quality and more reliable data transmission. UMTS is the global standard adopted for the implementation of third generation wireless telecommunications capable of data rates of up to 42 Mbps in the down-link and is the 3G technology we use. HSPA is a technological enhancement to our 3G services that offers subscribers the ability to access our 3G services at higher speeds for downloading (HSDPA) and uploading (HSUPA) data. The network infrastructure is LTE capable and is in a process of full LTE upgrade and launch subject to regulatory approval.

*Cellular Network Sharing Agreement.* On November 8, 2013, we entered into a 15-year network sharing agreement with HOT Mobile, which remains subject to approval by Israeli regulatory authorities. Pursuant to the network sharing agreement, the parties would create a 50-50 joint venture, which would operate and develop a radio access network to be shared by both companies starting with a pooling of both companies' radio access network infrastructures to create a single pooled radio access network. The joint venture would seek to improve network efficiency by reducing the number of network sites, while improving network coverage and capacity and introducing new technology. As a result, the shared network would optimize operating costs, including required maintenance and reduce environmental impact.

Both companies would continue to compete and differentiate their services and be responsible for providing cellular telecommunication services to its own customers, including the provision of customer service, value-added services, marketing and sales. Each company will continue to retain and operate its own core network.

Our network sharing arrangement with HOT Mobile marks an additional step in the adjustment of Partner's operational structure to changing market conditions, while continuing to allocate resources to improve the advanced services that the Company provides its customers on the most advanced cellular network in Israel. See also "Item 3D.2b The network sharing agreement recently entered into by Partner may not provide the anticipated benefits and may lead to unexpected costs." and "Item 5A.1c Entry into Network Sharing Agreement."

### 4B.9b Infrastructure

As of December 31, 2013, our GSM network domain consisted of 2,027 macrobase transceiver stations, 125 microbase transceiver stations and 653 indoor transceiver stations, all linked to 6 base station controllers. The base station subsystem is controlled by 3 cellular switching centers. Base transceiver stations, cellular switching centers and base station controllers are interconnected by approximately 8,500 transmission links. Ericsson supplies our base station controller and base transceiver station sites for our GSM and GPRS network.

As of December 31, 2013, our UMTS network domain consisted of 2,017 macrobase transceiver base stations, 53 microbase transceiver stations and 602 indoor transceiver stations, all linked to 22 radio network controllers. The base station subsystem is controlled by 4 mobile switching centers and 8 media gateways. The base transceiver stations, the mobile switching centers and the radio network controllers are interconnected by the above-mentioned 8,500 transmission links for voice services, and a dedicated IP radio access network and a mobile packet backbone network (IP-RAN, MPBN) for data traffic. As of January 2008, Ericsson is our sole 3G UTRAN and core network equipment supplier, and we are progressively replacing equipment purchased from other suppliers with Ericsson equipment. See "Item 4B.9g Suppliers".

Our fixed-line network domain consists of circuit-switched and Voice over Internet Protocol (VoIP) platforms. Nokia-Siemens Network, Sonus, Broadsoft and ACME Packet supplies our VoIP solution, whereas the circuits-switched services utilize the mobile switching center platforms alongside Sonus's switches. The International Long Distance network domain consists of Dialogic ILD Switch, together with NSN's Signaling Transit Point.

In addition, our network is interconnected with two public switched telephone companies, Bezeq and HOT Telecom, in several locations across Israel. Our network is also connected to all of the cellular networks, all the Israeli international operators, the fixed-line telephone network of the Palestine Telecommunication Co. Ltd. ("Paltel"), and the cellular network of Wataniya Palestine Mobile Telecommunication Company ("Wataniya"), and indirectly to the cellular network of Palestine Cellular Communications Ltd. ("Jawwal"). Our transmission network is made up mainly by our own microwave links and fiber optic infrastructure, while for sites that are unreachable with our own transmission, we lease lines from Bezeq and other operators. Currently approximately 32% of our transmission network consists of leased lines. Our fiber-optic and microwave transmission network enables us to reduce our transmission costs as well as to provide our business customers with bundled services of data and voice transmission and fixed-line services. Currently, our transmission network has more than 16 hundred kilometers of fiber optics and more than 12 hundred kilometers of microwave links.

Our GSM and UMTS radio networks covered 99% of the Israeli population at year-end 2013. We are continuing to expand and improve the coverage, capacity and quality of our UMTS network.

#### **4B.9c Network Design**

Our primary cellular network design objective is to further expand and improve our network to provide high voice, video and packet quality, service reliability, high capacity and high coverage quality. In formulating our network design objectives, we have been guided by our business strategy to continue to broaden the highest quality network. The quality parameters that we seek to satisfy are those that we believe are important to cellular users: voice quality, high data rate packet sessions, low "blocked call" rate, low "dropped call" rate and deep indoor penetration, especially in densely populated areas or areas of special commercial interest. The two main examined parameters used to measure network performance are the setup call success rate and the dropped calls rate.

With these quality parameters in mind, we rolled out our UMTS/HSPA network starting in 2004, which shares locations with the GSM sites. In December 2007, we signed an agreement with LM Ericsson Israel Ltd. (Ericsson") for the replacement of third party 3G radio equipment existing in our network, and in October 2010, we signed an agreement with Ericsson for the upgrade of our existing fixed-mobile network and the deployment of our fourth generation network. Ericsson is currently the main supplier of our network. See "Item 4B.9g Suppliers".

We use monitoring probes and counters to ensure network quality.

Our transmission network design confers the following benefits: (i) necessary bandwidth for GSM and UMTS/HSPA services; (ii) resilience; (iii) use of high transmission rate back-bone routes based on Synchronous Digital Hierarchy; and (iv) the ability to utilize a new generation of sophisticated technology to optimize the system and increase capacity where necessary. Our switching architecture is based on two transit switches connected to all of our systems and platforms.

In our Fixed-Line business we offer telephony lines using VoB technology, PRI voice trunks, Internet Services, data transmission and ILD services targeting households and business customers in the Israeli market. These services are provided over third parties' existing network infrastructure as well as our own partial infrastructure. In order to provide the Fixed-line Services in the residential market, we developed a home gateway box (smartbox), that provides the customer with a setup of a home network WiFi based on the protocol 802.11n, FXS and DECT supported phones, and built-in firewall. This solution enables us to provide services to our customers such as call "hijack" which allows customers to retrieve incoming mobile line calls on their fixed-line and vice-versa, improved email accounts, anti-virus and site filtering based on the customer's restriction definition.

#### **4B.9d Spectrum Allocation and Capacity**

Spectrum availability is limited and is allocated by the Ministry of Communications through a licensing process. Pursuant to the terms of our license and subsequent allocations, we were allocated 2x10.4 MHz in the 900 MHz frequency band, of which 2x4.8 MHz are shared with Jawwal which operates in the West Bank and the Gaza Strip. For a discussion of the risks associated with regulatory developments in spectrum allocation, see “Item 3D.1g We may not be allocated sufficient spectrum band or any spectrum at all needed in order to provide fourth generation (4G) services, and we may be required to terminate the use of certain spectrum or to share with another operator some of the spectrum we are currently using on an exclusive basis. These requirements may adversely affect our network quality and capacity as well as our ability to provide our customers with advanced technology services, which may adversely affect our ability to compete and our results of operations.”

We were also allocated two additional bands of spectrum: 2 x 10 MHz of GSM 1800 spectrum and 2 x 10 MHz of UMTS/HSDPA third generation in the 2100 MHz frequency band. We operate GSM 1800 MHz band base transceiver stations that enhance the capacity of our GSM 900 MHz network, and improve our GSM 900 MHz network’s quality. In May 2012, we shifted 5MHz of our 900MHz spectrum from the 2G GSM network to the 3G HSPA+ network.

#### **4B.9e Enabling Systems**

Our UMTS network offers advanced applications and services including, among others, a UMTS content portal offering a variety of services such as live TV channels, games, maps and directions application, wide range of music (MP3) services. We have installed a video gateway and a streaming server, enabling us to offer our customers a range of video services on UMTS handsets.

#### **4B.9f Site Procurement**

Once a new coverage area has been identified, our technical staff determines the optimal base station location and the required coverage characteristics. The area is then surveyed to identify network sites. In urban areas, typical sites are building rooftops. In rural areas, masts are usually constructed. Technical staffs also identify the best means of connecting the base station to the network, for example, via leased or owned and operated microwave links or wired links leased from Bezeq. Once a preferred site has been identified and the exact equipment configuration for that site decided, we begin the process of obtaining necessary approvals.

The erection of most of these network sites requires building permits from local or regional authorities, as well as a number of additional permits from governmental and regulatory authorities, such as:

- erection and operating permits from the Ministry of Environmental Protection;
- permits from the Civil Aviation Authority, in certain cases; and
- permits from the Israeli Defense Forces.

See “Item 4B.13g Network Site Permits” for a description of the approvals that are required for the erection and operation of network sites and the requirement to provide indemnification undertakings to local committees.

#### **4B.9g Suppliers**

*Suppliers for our cellular network.* For a number of years, we purchased our network equipment, such as switching equipment, base station controllers and base transceiver stations and network software, from Ericsson and Nokia. Starting in January 2008, we purchase all our UMTS network equipment from Ericsson, and in 2010 we entered into an agreement with Ericsson, for the upgrade of our existing cellular networks and the deployment of our fourth generation network. As a result, Ericsson has gradually become our sole supplier of radio equipment and our main supplier of our other network infrastructures, such as GSM, GPRS and UMTS equipment, voice and data core switches, base station controllers, base transceiver stations, operation support systems and transmission systems equipment. See “Item 10C Material Contracts”. See also “Item 3D.2g We depend on a limited number of suppliers. Our results of operations could be adversely affected if our suppliers fail to provide us with adequate supplies of network equipment and handsets or maintenance support on a timely basis.”

We continue to purchase certain network components, for our cellular, fixed and ISP services, from various other key suppliers. For example, Alcatel-Lucent provides the Company with a pre-paid system that allows subscribers to pay set amounts in advance and thereby allows subscribers to manage their expenses for services. Alcatel-Lucent also provides an Intelligent-Network system, which implements Value Added voice Services such as VPN and Funtone (Music Ring-back Tone). Juniper Networks Ireland Ltd. supplies ISP infrastructure to the Company including routers and security solutions.

*Handset Suppliers.* In 2009, we entered into a three-year agreement with Apple for the purchase and resale of iPhone handsets in Israel and upon its expiry in 2012 we entered into a new agreement with Apple for an additional three-year period. See "Item 10C Material Contracts". During 2013, Apple was a major supplier of the Company's iPhone handsets. In addition, during 2013, we purchased most of our Samsung handsets from Scailex. See "Item 7B.2 Transactions With Scailex".

*Suppliers for our fixed-line network.* Only the Bezeq and HOT Groups own fixed-line telecommunications infrastructures in Israel. As a result, we rely on interconnection with the Bezeq and HOT Groups' infrastructure. Bezeq supplies the Company with fixed-line transmission services for connecting traffic between approximately 68% of the Company's sites and its switches. The HOT Group supplies the Company with interconnect lines between the broadband backbone and the ISP backbone. See "Item 3D.1b If insufficient or improperly implemented, regulatory initiatives that are intended to allow telecommunication providers, such as Partner, that do not have their own fixed-line infrastructure to include the infrastructure component as part of their bundled service offerings may negatively affect our business and results of operations." In addition, for hard-line connection to all major Western European countries and the United States, Med Nautilus supplies the Company with transmission services through its submarine infrastructure. See "Item 10C Material Contracts".

Sonus Networks Inc. and Broadsoft Inc. supply us with switches for the fixed-line telephony services based on Internet Protocol ("VoIP"). As part of the mentioned above with Ericsson, these services will gradually shift to equipment supplied by Ericsson.

#### **4B.9h Interconnection**

All telecommunications providers with general licenses in Israel have provisions in their licenses requiring them to connect their networks with all other telecommunications networks in Israel. Currently, our network is connected directly with all other telecommunications networks operating in Israel.

We are currently operating without any formal interconnect agreements with Bezeq. Day-to-day arrangements with Bezeq substantially conform to a draft interconnect agreement negotiated with Bezeq. Bezeq is required by law not to discriminate against any licensed telecommunications operator in Israel with respect to the provision of interconnect services. We currently pay Bezeq an interconnection fee based on a tariff structure set forth in the Interconnection Regulations (Telecommunications and Broadcasts) (Fees for Interconnection) (2000) ("Interconnection Regulations").

We have formal interconnect agreements with all Israeli cellular and with the other fixed-line and voice over cellular companies. The interconnect tariffs are set forth in the Interconnection Regulations that impose a uniform call interconnect tariff for all cellular operators.

Our network is connected directly to Paltel, the Palestinian fixed-line operator, Wataniya, a Palestinian cellular operator, and indirectly to Jawwal, the cellular operator of Paltel. The interconnect tariffs are set out in commercial agreements.

For a discussion of the Ministry of Communications' reduction of interconnect tariffs see "Item 4B.13d - ii Reduction Of Interconnect Tariffs to Be Paid to Fixed-line Operators".

Two of our subsidiaries have a domestic fixed-line license. Our subsidiaries are connected directly with all other telecommunication networks operating in Israel. The interconnection fees are set by the Interconnection Regulations.

#### 4B.10 COMPETITION

*An overview of our principal competitors and of some aspects of the competitive environment for telecommunications services is set forth below. For further information regarding the impact of regulation and regulatory changes on competition, including measures to enable new service providers to enter the market, and the competitive pressures arising from the development of full-service telecommunications providers and new technologies, see "Item 3D.1 RISKS RELATING TO THE REGULATION OF OUR INDUSTRY." and "Item 3D.2a As a result of substantial and continuing changes in our regulatory and business environment, our operating results have decreased significantly in the past two years. Our operating results may continue to decline in 2014 and beyond, which may adversely affect our financial condition."*

##### 4B.10a Competitors in the Cellular Services market

There are currently five cellular telephone network operators in Israel: Partner, Cellcom, Pelephone, HOT Mobile, and Golan Telecom. Except for Golan Telecom, these cellular operators are part of the four main telecommunications groups. In addition, there are three active MVNO operators – Hashikma Communications Marketing Ltd., ("Rami Levy"); Alon Cellular Ltd. ("Alon Cellular"); and Home Cellular Ltd. ("Home Cellular").

We compete principally on the basis of telecommunications service quality, brand identity, variety of handsets, tariffs, value-added services and the quality of customer services.

The table below sets forth an estimate of each operator's share of total subscribers in the Israeli cellular market at December 31, 2009, 2010, 2011, 2012 and estimates for 2013.

Estimated Market Shares*	2009	2010	2011	2012	2013
Partner	32%	32%	32%	29%	29%
Cellcom	34%	34%	34%	32%	31%
Pelephone	29%	29%	29%	28%	26%
HOT Mobile	5%	5%	5%	8%	8%
Golan Telecom and others	-	-	-	3%	6%

\* Based on Partner subscriber data, as well as information contained in published reports, and public statements issued by other operators. The estimated market shares for 2013 are also based on data regarding the number of subscribers porting between operators.

Cellcom is an Israeli corporation founded in 1994, that is traded both on the Tel Aviv stock exchange as well as NYSE. The company's major beneficial shareholder until January 2014 was Discount Investment Corporation Ltd, a majority-owned subsidiary of IDB Development Corporation, which in turn is a majority-owned subsidiary of IDB Holding Corporation Ltd ("IDB"). In January 2014, the Israeli court approved a creditors' arrangement for IDB, under which (if implemented) IDB Development would be controlled by the Elzstain - Extra group, led by Mr. Eduardo Elzstain and Mr. Mordechai Ben Moshe. The creditors' arrangement is subject to receipt of requisite approvals under applicable law. A request to annul the court's approval of the creditors' arrangement for IDB and an appeal against such a decision to the Supreme Court were filed by former controlling shareholders of IDB. In August 2011, Cellcom acquired Netvision, an Israeli operator of domestic fixed-line services using VoB technology, PRI, transmission and data communications services, ISP services and ILD. Cellcom operates nationwide cellular telephone networks based on GSM 1800 MHz/GPRS,EDGE and UMTS/HSDPA HSUPA technologies as well as fixed-line telephony, transmission and data services.



Pelephone is an Israeli corporation that is a wholly-owned subsidiary of Bezeq, Israel's largest telecommunications provider and the primary fixed-line operator that is controlled by B Communications Ltd., a company indirectly controlled by Shaul Elovitz, the controlling shareholder of Eurocom, which is the official distributor of the Nokia group in Israel. Bezeq and its subsidiaries offer fixed-line telephony services, cellular telephony services, PRI, internet broadband access, ISP services, transmission and data communications services, ILD services and multi-channel television services. Since 2009, Pelephone has a UMTS/HSPA network.

#### *New Operators*

HOT Mobile holds a general license to provide mobile telecommunications services. HOT Mobile's legacy network is an iDEN network. HOT mobile is held indirectly by the Altice Group, a French media group, controlled by Mr. Patrick Drahi, who also holds control of HOT Telecommunications Systems Ltd. ("HOT Telecommunications"), a multi-channel television operator in Israel. In December 2012, HOT Telecommunications was delisted from the Tel-Aviv Stock Exchange. The HOT Group's main areas of activity are multi-channel television services, fixed-line telephony services, PRI, internet broadband access, transmission and data communications services as well as ISP services through its subsidiary HOT-NET. In November 2011, HOT Telecommunications acquired all of the outstanding shares of HOT Mobile. HOT Mobile's cellular license was amended to include UMTS frequencies allocated subsequent to winning a Ministry of Communications' tender offer for frequencies in the 2100 Mhz spectrum. The HOT Group, which operates its 3G services under the brand name of HOT Mobile, is required to utilize the 2100 MHz spectrum to build full country coverage. Since this network is currently only partially deployed, its subscribers roam on Pelephone's network that has nationwide coverage.

Partner and HOT Mobile entered into a rights of use agreement, which took effect on November 8, 2013, and is valid until January 4, 2017. Under the rights of use agreement, Partner will provide services to HOT Mobile in the form of rights of use to Partner's radio cellular network in order to supplement HOT Mobile's current network coverage. According to the rights of use agreement, HOT Mobile will pay Partner fixed base payments with additional variable payments based on traffic volume exceeding a defined threshold.

Golan Telecom, is a privately owned company, owned by Michael Golan, Xavier Niel and the Parienti family and began operations in early 2012 after winning a Ministry of Communications' tender offer for frequencies in the 2100 Mhz spectrum. Golan Telecom signed a national roaming agreement with Cellcom.

Under the terms of HOT Mobile and Golan Telecom's licenses, the companies which won the UMTS frequency tender offer were required to pay a minimal fee as well as a guarantee for the balance to the Ministry of Communications before starting operations and to pay the balance of the fee to ensure compliance with the terms of the license after 5 years. However, as an incentive for these companies to rapidly build and expand their customer base, the final total amount of their fees and guarantees is calculated according to the level of the coverage of their services and will be reduced as the level of coverage increases. This incentive has been a significant factor in the aggressive marketing strategies and pricing of the additional entrants in order to gain market share, which, in light of the current saturation of the Israeli cellular market, has resulted in loss of market share by existing companies, including Partner, and substantial downward pressure on tariffs. In November 2013, the Ministry of Communications reduced HOT Mobile's license guarantee because it achieved the market share goal of 7%.

#### *MVNOs*

The Ministry of Communications has granted MVNO licenses to 11 companies, 5 of which had entered the market as of December 31, 2013. The major MVNOs are Rami Levy, which is a subsidiary of a major Israeli discount supermarket chain, Home Cellular which is a subsidiary of a leading group that owns, among others, hardware and home furnishing stores, and Alon Cellular which is owned by Alon Holdings, and also controls a leading retail and gas station chain. In December 2011, we signed a hosting agreement with Alon Cellular with respect to their use of Partner's network as an MVNO. However, Pelephone has reported that in December 2013, Alon Cellular signed a hosting agreement with Pelephone; we have not received any formal notification from Alon Cellular. We are at this time uncertain as to the implications for the Company of the new hosting agreement between Pelephone and Alon Cellular, since we lack information regarding the scope of services that the Company will continue to provide to Alon Cellular by virtue of our prior hosting agreement with Alon Cellular (until the date of its termination). We are also uncertain as to whether our agreement with Alon Cellular will terminate prior to the original termination date. In light of the above, the Company is unable, at this stage, to evaluate the effect of the hosting agreement signed between Alon Cellular and Pelephone on our financial results. In May 2013, we signed a hosting agreement with Azi Communications Ltd. with respect to their use of Partner's network as an MVNO.

*Other competitors*

In addition, Paltel operates a GSM mobile telephone network under the name "Jawwal" in the Palestinian Administered Areas. Paltel also operates a fixed-line network. Paltel's GSM network competes with our network in some border coverage overlap areas. A second Palestinian operator, Wataniya launched its GSM network during 2009.

Several service providers offer competitive roaming solutions. The service is offered, inter alia, by the International Long Distance vendors as well as by specialized enterprises.

**4B.10b Selected new technologies affecting the competitive environment for Cellular Services**

The Ministry of Communications updated fixed operators' licenses to allow for the provision of VoC based services. For a discussion of the risks created by our competitive environment, including risks arising in connection with government measures to increase competition, see "Item 3D.1b If insufficient or improperly implemented, regulatory initiatives that are intended to allow telecommunication providers, such as Partner, that do not have their own fixed-line infrastructure to include the infrastructure component as part of their bundled service offerings may negatively affect our business and results of operations."

**4B.10c Competitors in Fixed-line Services**

In the fixed-line market, we compete with Bezeq, Israel's largest telecommunications provider and the primary fixed-line operator, HOT Telecom, and other telecommunication services providers who are entering the fixed-line market. Both the Bezeq Group and HOT Group provide cellular telephony services, ILD services, PRI, internet broadband access, ISP services, transmission and data communications services and multi-channel television services.

The Bezeq Group offers bundles of services subject to its structural separation limitations and provided that the bundle may not include a fixed-line telephony service of Bezeq, the parent company. The HOT Group may offer bundled services of fixed-line, internet broadband access and multi-channel television ("triple"). The bundle of services currently offered by the HOT Group does not include cellular services (other than a bundle of cellular services with ISP services recently offered by its subsidiaries HOT Mobile and HOT-NET). The Ministry of Communications allowed HOT Telecom LLP, HOT Telecommunication and HOT Mobile to sell and market each other's services and exchange information regarding such marketing activities.

Upon an effective wholesale fixed-line market, the Ministry of Communications may cancel the structural separation imposed on the Bezeq and HOT Groups. This will allow the groups to offer attractive bundles that include all of the above services that may result in a loss of market share by Partner in all relevant telecom markets.

There are currently two major fixed ISP providers in Israel that we compete with: Bezeq International and Netvision from the Cellcom Group. The three companies hold approximately 90% of the ISP market. HOT-NET is estimated to hold approximately 9% of the ISP market, and the remaining 2% of the ISP market is estimated to be held by smaller operators.

In the ILD services market, we compete with Netvision, Bezeq International, Xphone 018 Ltd, Hashikma N.G.N International Communications 015 Ltd, Telzar International Telecommunication Service Ltd, Golan Telecom International Ltd. and HOT Mobile International Telecommunications Ltd.

See also "Item 4B.2 Special characteristics of the Fixed-Line Telecommunications Industry in Israel".

#### **4B.11 INFORMATION TECHNOLOGY**

We depend upon a wide range of information technology systems to support network management, subscriber registration and billing, customer service and marketing and management functions. These systems execute critical tasks for our business, from rating and billing of calls, to monitoring our points of sale and network sites, to managing highly segmented marketing campaigns. We have devoted resources to expanding and enhancing our information technology systems, including Customer Relations Management (“CRM”) systems, which have contributed to our customers’ satisfaction with our service, as well as updating our financial management and accounting system. We believe these systems are an important factor in our business success.

While many of our systems have been developed by third-party vendors, all of them have been modified and refined to suit our particular needs. In certain instances, we have developed critical information technology systems internally to meet our specific requirements. For example, significant segments of our CRM and business information infrastructure were developed internally and were designed to integrate our customer service outreach with our overall sales and marketing effort. In connection with our transformation into a diversified multi-service communications provider, we are upgrading our CRM, Enterprise Service Bus (“ESB”) and Enterprise Resource Planning (“ERP”) systems with systems that are better suited to our current and future needs.

We have upgraded many of our older servers in the infrastructure to newer and stronger servers. All the servers that we have upgraded that are used for core applications are installed in two different sites. In addition, the Company invested resources to improve the quality of the IT processes and billing accuracy.

#### **4B.12 INTELLECTUAL PROPERTY**

We are the registered owners of the trademark “Partner” in Israel with respect to telecommunications-related devices and services, as well as additional trademarks. We have also registered several internet Web domain names, including, among others: www.partner.co.il and www.orange.co.il. 012 Smile is the registered owner of several trademarks in Israel with respect to telecommunications-related services, that include the numbers “012”. In addition, 012 Smile has registered several internet Web domain names, including, among others, www.012.net and www.012.net.il. Partner is the assignee in a patent application filed in March 2012 that claims a method for delivering short messages originated by roaming prepaid subscribers. A Notice of Allowance was issued for the application in September 2013 and a patent was issued on January 14, 2014.

We have entered into a brand license agreement with Orange International Developments Limited, a subsidiary of Orange Limited, formerly Orange plc, further assigned to Orange Brand Services Limited, a member of the France Telecom Group (“Orange”). Under this agreement, we have the exclusive right to use the Orange brand in Israel. The term of the brand license agreement began on July 1, 1998. The license was royalty-free until June 2013; however, pursuant to an amendment to the brand license agreement entered into in January 2012, we began paying royalties in April 2012. Royalties payable are based on a percentage of the Company’s revenues from the provision of services offered under the Orange brand. Under the brand license agreement, we are required to comply with the Orange brand guidelines established by Orange. We have the right to use the Orange brand as long as we are able and legally eligible under the laws of Israel to offer telecommunications services to the public in Israel. However, the brand license agreement may be terminated by mutual agreement or by either party if it determines that the other party has materially breached the agreement and such a breach has not been remedied within a certain time period. We also entered into a brand support/technology transfer agreement with Orange Personal Communications Services Limited, further assigned to Orange. The agreement is intended to enable Orange to provide us with information and expertise to support the orange brand in Israel at an agreed cost. See “Item 3D.2o Our marketing strategy relies on using the international Orange brand. If our brand license agreement terminates or is revoked, we will lose one of our main competitive strengths.”

In addition, we are a full member of the GSMA Association. In conjunction with the promotion and operation of our GSM network, we have the right to use their relevant intellectual property, such as the GSM trademark and logo, security algorithms, roaming agreement templates, and billing transfer information file formats. We are eligible to remain a member of the GSMA Association for as long as we are licensed to provide GSM service.

**4B.13a Overview**

We operate within Israel primarily under the Telecommunications Law, the Wireless Telegraphy Ordinance (New Version), 1972 (the "Wireless Telegraphy Ordinance"), the regulations promulgated by the Ministry of Communications and our license. The Ministry of Communications issues the licenses which grant the right to establish and operate mobile telephone and other telecommunication services in Israel, and sets the terms by which such services are provided. The regulatory framework under which we operate consists also of the Planning and Building Law, the Consumer Protection Law, 1981, and the Non-Ionizing Radiation Law. Additional areas of Israeli law may be relevant to our operations, including antitrust law, specifically the Restrictive Trade Practices Law, 1988, the Class Actions Law, 2006, and administrative law.

**4B.13b Telecommunications Law**

The principal law governing telecommunications in Israel is the Telecommunications Law and related regulations. The Telecommunications Law prohibits any person, other than the State of Israel, from providing public telecommunications services without a license issued by the Ministry of Communications.

General licenses, which relate to telecommunications activities over a public network or for the granting of nationwide services or international telecommunications services, have been awarded to the Bezeq Group, to the HOT Group, to four other cellular operators besides Partner and to the international operators. In addition, the Ministry of Communications has granted MVNO licenses to a number of companies.

The Ministry of Communications has the authority to amend the terms of any license. The grounds to be considered in connection with such an amendment are government telecommunications policy, public interest, the suitability of the licensee to perform the relevant services, the promotion of competition in the telecommunications market, the level of service and changes in technology. The Ministry of Communications may also make the award of certain benefits, such as new spectrum, conditional upon the licensee's consent to a license amendment. The Ministry of Communications also has the authority to revoke, limit or suspend a license at the request of the licensee or when the licensee is in breach of a fundamental condition of the license, when the licensee is not granting services under the license or is not granting services at the appropriate grade of service or when the licensee has been declared bankrupt or an order of liquidation has been issued with respect to the licensee. Public interest may also be grounds for the rescission or suspension of a license.

The Ministry of Communications, with the consent of the Ministry of Finance, may also promulgate regulations to determine interconnect tariffs, or formulae for calculating such tariffs. Moreover, the Ministry of Communications may, if interconnecting parties fail to agree on tariffs, or if regulations have not been promulgated, set the interconnect tariff based on cost plus a reasonable profit, or based on each of the interconnecting networks bearing its own costs.

The Telecommunications Law also includes certain provisions which may be applied by the Ministry of Communications to general licensees, including rights of way which may be accorded to general licensees to facilitate the building of telecommunications networks or systems and a partial immunity against civil liability which may be granted to a general licensee, exempting the licensee, *inter alia*, from tort liability with the exception of direct damage caused by the suspension of a telecommunications service and damage stemming from intentional or grossly negligent acts or omissions of the licensee. The Ministry of Communications has applied the partial immunity provisions to us, including immunity in the event that we cause a mistake or change in a telecommunication message, unless resulting from our intentional act or gross negligence. The Ministry of Communications initiated a review to re-evaluate the scope of the immunity provisions.

The Ministry of Communications is authorized to impose significant monetary sanctions on a license holder that breaches a provision of the Telecommunications Law or of its license.

*Frequency Fees.* Under the Telegraph Regulations, the Company is committed to pay an annual fixed fee for each frequency used. For the year 2011, the Company paid an amount of NIS 11 million which is after a deduction of amounts the Company was eligible to receive in accordance with the High Court of Justice's decision; the amount due before the reduction was NIS 58 million. For the years 2012 and 2013, the Company paid a total amount of approximately NIS 59 and NIS 60 million, respectively. See also Note 20(b)(1) to the consolidated financial statements.

*Royalties.* Pursuant to the Communications Regulations (Telecommunications and Broadcasting) (Royalties), 2001, we must pay royalties to the State of Israel every quarter based on our chargeable revenues, as defined in the regulation, from mobile telephone services (including, among other, airtime, monthly subscription fees, roaming services and non-recurring), on a cumulative basis, excluding value-added tax. Revenues for purposes of royalty calculation also exclude payments transferred to other telecommunications license holders, bad debts, payments for roaming services to foreign mobile telephone operators and certain other revenues. The rate of these royalties has decreased in recent years. The royalty rate for 2012 was set at 1.3% and for 2013 was set at 0%.

#### **4B.13c Fair Competition and Antitrust Law**

Provisions prohibiting Partner from engaging in anti-competitive practices can be found in our license and in the licenses of the other telecommunications operators, in the various telecommunications regulations and in the Restrictive Trade Practices Law. Our license emphasizes the principle of granting users equal access to the systems of each of the operators upon equitable terms. The Telecommunications Law also provides certain protection against disruption of telecommunications services.

The Restrictive Trade Practices Law is the principal statute concerning restrictive practices, mergers and monopolies. This law prohibits a monopoly from abusing its market position in a manner that might reduce competition in the market or negatively affect the public. The law empowers the Commissioner of Restrictive Trade Practices to instruct a monopoly abusing its market power to perform certain acts or to refrain from certain acts in order to prevent the abuse. Bezeq has been declared a monopoly in certain markets, a ruling it failed to challenge successfully.

The Israeli Commissioner of Restrictive Trade Practices expressed his view in the past that the cellular telephone industry in Israel operates as an oligopoly, and in July 2011 the Israeli Parliament approved an amendment to the Restrictive Trade Practices Law.

#### **4B.13d Regulatory Developments**

*See also "Item 3D.1 RISKS RELATING TO THE REGULATION OF OUR INDUSTRY" for a discussion of how recent regulatory developments create risks for our financial condition, business and results of operations.*

##### *4B.13d - i New Roaming Regulation*

Following a hearing held by the Ministry of Communications, effective February 2014, the mobile radio telephone (MRT) licenses of all of the cellular operators in Israel will be amended so that as a default, the access to cellular internet services abroad will be blocked, unless the subscriber requested to have access to such services or has purchased a roaming services package or has extended his existing package. Implementation of the Ministry's decision may have a negative effect on the Company's financial results.

4B.13d - ii *Reduction Of Interconnect Tariffs to Be Paid to Cellular Operators*

In September 2010, the interconnect tariffs payable to Israeli cellular operators by other Israeli telecommunications operators were updated:

- the maximum interconnect tariff payable by a telecommunications operator to a cellular operator for the completion of a call in its cellular network was reduced from the tariff of NIS 0.251 per minute to NIS 0.0687 per minute effective January 1, 2011; to NIS 0.0634 per minute effective January 1, 2012; to 0.0591 per minute effective January 1, 2013; and to NIS 0.0555 per minute effective January 1, 2014; and
- the maximum interconnect tariff payable by a telecommunications operator to a cellular operator for sending an SMS message to its cellular network was reduced from the tariff of NIS 0.0285 to NIS 0.0016 effective January 1, 2011; to NIS 0.0015 effective January 1, 2012; to NIS 0.0014 effective January 1, 2013; and to NIS 0.0013 effective January 1, 2014.

The tariffs do not include VAT and are to be updated annually on January 1 of each year starting January 1, 2011, in accordance with the CPI, using the average annual CPI for the year 2009 (as defined by the Israeli Central Bureau of Statistics) as the basic CPI. In addition, the interconnect tariffs were linked to the royalty rates that applied to telecommunication operators in accordance with the royalty regulations.

The maximum, updated and CPI-adjusted tariff per minute excluding VAT effective January 1, 2014 is NIS 0.0615 for completion of a call in a cellular network and NIS 0.0014 excluding VAT for completion of an SMS message.

4B.13d - iii *Reduction Of Interconnect Tariffs to Be Paid to Fixed-line Operators*

In October 2013, the Ministry of Communications published its decision following a hearing conducted regarding a change in interconnect tariffs for the completion of a call on a fixed-line network. According to the decision, effective December 1, 2013, the maximum uniform tariff for the completion of a call on a fixed-line network will be NIS 0.01 (1 agora), excluding VAT per minute, for all hours of the day, instead of the current tariffs of NIS 0.0421 per minute during peak hours and NIS 0.0234 per minute during off-peak hours. The tariff will be updated annually in accordance with changes to the CPI. Accordingly, on January 1, 2014, the tariff was adjusted to NIS 0.0101 excluding VAT per minute.

4B.13d - iv *Regulatory Consumer Amendments*

On January 1, 2013, an amendment to the Consumer Protection Law became effective according to which if a supplier overcharges a consumer in a continuous transaction in which the supplier lawfully charges the consumer's bank account or credit card in installments, the supplier will refund the consumer the overcharged amount within four business days together with interest as well as an additional payment for the consumer's expenses in the amount of NIS 16. In addition, the amendment determined that if the supplier overcharged and did not refund the consumer, the court may award compensation without proof of damages up to an amount that does not exceed NIS 10,000.

In August, 2012, the Parliamentary Economics Committee approved a reform with respect to the import of cellular handsets that includes two facilitations that are intended to remove import barriers: the exemption from the need to receive a commercial license and the exemption from the need to receive a type approval for the import of new cellular handsets that meet acceptable European and American standards. The reform became effective in September 2012. In October 2012, the Ministry of Communications granted Partner an exemption from the need to receive a commercial license for handsets and an exemption from the need to receive a type approval that will be effective until December 31, 2013. On December 8, 2013, the Ministry of Communications extended the said exemption until December 31, 2015.

On June 9, 2013, the Ministry of Communications' decision from December 2012 became effective that shortens the portability process between operators from three hours to forty minutes in the cellular segment and seventy minutes in the fixed-line segment. In addition, as of May 2013, in accordance with the Ministry of Communications' decision, the receiving operator must send the subscriber wishing to port an SMS with a random code that will be required in order to process the porting in order to prevent cases of erroneous porting.

On October 31, 2013 the Ministry of Communication clarified that the practice of offering special tariff plans and/or special promotions only to subscribers who migrated from one operator to the other and not to all of the new subscribers ("win back"), shall be considered a violation of the anti-discrimination clause in the cellular licenses. These amendments may have an adverse affect on the Company's results of operations.

The Ministry of Communications announced at the beginning of 2013 of its intention to allocate LTE frequencies in the 1800 spectrum and for that purpose summoned all of the operators as well as other parties for a consultation on the matter. In March 2013, we presented our position before the frequency committee, that if the Ministry of Communications decides to exclude us from the tender, it will have a negative effect on the deployment of LTE networks in Israel and would place us at a competitive disadvantage in comparison to our competitors. The Ministry of Communications has still not published a tender for the allocation of LTE frequencies. Until we receive further details regarding this allocation of spectrum, we are unable to evaluate the impact that the intended change in spectrum allocation, if it occurs, will have on our business or our results of operations.

On November 4, 2013, the Ministry of Communications granted Partner an experimental license for LTE trials in the 1800 Mhz band.

The Promotion of Competition and the Reduction of Centralization Law (the "Centralization Law") was enacted in Israel on December 11, 2013. The Centralization Law seeks to regulate the allocation of rights to promote competition and avoid the centralization of control over businesses.

The Centralization Law imposes new constraints and procedures on the allocation and extension by government regulatory authorities and ministers (the "State") of various rights, including in the telecommunications field. The new procedures include consultation with a Centralization Reduction Committee (established by the Centralization Law) or the Controller of Trade Practices, as applicable. The Centralization Law applies to Partner as a result of rights granted to it under its operating licenses, or which it may seek in the future, and could therefore require that the specified procedures be followed before the State may approve further rights allocations or extensions. These provisions of the Centralization Law enter into effect on December 11, 2014 (except provisions regarding extensions of rights, which enter into effect on December 11, 2017). These procedures, if deemed necessary to promote competition and avoid centralized control, could be more restrictive than those currently applied to us, and as a result may impede or prevent allocations to us of telecommunications or other rights, which could limit our ability to expand our business. The Centralization Law may also limit transfers of interests in Partner which exceed certain thresholds of Partner's outstanding capital.

In addition, the Centralization Law imposes restrictions on corporate structures where, among other situations, one public company controls multiple layers of subsidiary public companies (called "pyramids"), and it seeks to limit such structures to no more than two layers of public companies. For existing pyramids, the Centralization Law requires that the number of layers of public companies be reduced to three layers within four years (by December 2017) and to two layers within six years (by December 2019). To facilitate reduction of layer corporations before the end of the four-year or six-year periods (as applicable), the Centralization Law establishes several simpler and easier procedures for acquiring securities held by the public, such as lowering the majority required for arranging acquisitions of such securities.

In the event that a layer corporation controls another layer corporation in breach of the Centralization Law, a court may appoint a trustee with whom the shares held in breach will be deposited for their sale; the court will have wide discretion to issue other orders.

Partner currently may be deemed to be a layer corporation of a pyramid structure, such that the Centralization Law may require changes in our shareholder base within four or six years. Such changes may impact management of the Company and may have an adverse effect on our share price, depending on if and how our shares may be transferred to comply with the Centralization Law.

From June 2014 until the last applicable date for required reductions in layers (December 2017 or 2019), the Centralization law imposes stricter corporate governance constraints on the Board structure of certain layer corporations. Specifically, the Centralization Law requires that, starting at the third layer of corporations in a pyramid and for deeper layers, the Board of Directors must meet the following requirements, among others: (i) there must be a majority of independent directors ("*Bilty Tluyim*") under the Israeli Companies Law; (ii) the minimal number of external directors ("*Dahatzim*") shall be half the Board members minus one rounded upwards; and (iii) the votes of the controlling shareholder will be disregarded in the election (and re-election) of external directors ("*Dahatzim*"). The General Meeting for appointment of new external directors ("*Dahatzim*"), if needed to achieve compliance with the interim requirements, must take place by September 10, 2014. The Israeli Securities Authority may impose a financial penalty ("*Izum Caspi*") on a layer corporation for a breach of the aforementioned duty to appoint external directors or independent directors for more than ninety days (unless the breach stems from a lack of the required majority of votes for the appointment at the General Meeting). However, under an initial draft of regulations recently proposed under the Centralization Law, some classes of corporations, including Partner, may be exempted from these interim requirements.

The Centralization Law also authorizes the Minister of Finance and the Governor of the Bank of Israel to set restrictions on granting credits to an entity ("*ta'agid*") or, in the aggregate, to a business group (i.e., a controlling party and corporations under its control) by financial institutions. It is not currently clear if and to what extent such restrictions may be adopted and applied to us, and thus whether they will add further constraints on our ability to obtain credit from financial institutions in the future.

The Centralization Law is new, and critical elements will need to be provided by future regulations and other formal publications, including clearly identifying persons and entities to which different constraints apply. As a result, the precise ramifications of the Centralization Law for Partner cannot be fully ascertained at this time.

*4B.13d - vii Securities Administrative Enforcement*

An amendment to the Israeli Securities laws, which came into force in January 2011, established administrative enforcement measures for handling certain violations of certain securities and securities-related laws supervised by the Israeli Securities Authority, or ISA. This amendment allows the ISA to impose various civil enforcement measures, including financial sanctions, payment to the harmed party, prohibition of the violator from serving as an executive officer for a certain period of time, annulment or suspension of licenses, approvals and permits granted under such laws and an agreed settlement mechanism as an alternative for a criminal or administrative proceeding. In case of a violation by a corporation, the amendment provides for additional responsibility of the Chief Executive Officer in some cases, unless certain conditions have been met, including the existence of procedures for the prevention of the violation, as part of an internal enforcement plan. The Company is prohibited from insuring, paying or indemnifying directors or senior officers for financial sanctions imposed on them in accordance with this amendment subject to certain exemptions set forth in the law. The Company has begun implementing an internal enforcement plan in accordance with this amendment.

*4B.13d - viii Network Neutrality*

In July 2009, the Ministry of Communications published an instruction to cellular operators and ISPs in Israel to maintain "network neutrality" by avoiding any limitation on applications or protocol usage on the Internet or any other action which might be considered discriminatory against content providers or which might harm consumers. As part of an amendment to the Telecommunications Law in 2011, new provisions regarding the obligation to maintain "network neutrality" on the Internet while browsing from cellular phones became effective.

On January 20, 2014, the Economics Committee of the Parliament approved a draft bill according to which the instruction to maintain "network neutrality" should be broadened to apply to all operators in the telecommunications field and not only cellular operators as well as those that engage in import, distribution, sale or maintenance of telecommunications equipment that is meant or required for the receipt of services of the various telecommunications operators.

In addition, the Ministry of Communications clarified in September 2012 that cellular operators were prohibited from blocking or limiting subscribers' ability to define handset equipment as a "hot spot" that broadcasts WiFi in a manner that allows additional nearby equipment to use the cellular internet of the subscriber ("Tethering").



The Ministry of Communications and other regulators have also conducted hearings and examinations on various matters related to our business, such as:

- *Roaming fees.* The Ministry of Communications is evaluating the cost of roaming and may introduce new regulations that would limit fees charged by Israeli cellular companies for calls made by the customers of foreign network operators while they are in Israel and using our network, as well as for calls made by our own customers using their handsets abroad. The Ministry of Communications has requested additional and more specific international roaming data from the cellular companies. Because we consider roaming charges to be a significant source of revenue, such regulatory limits could adversely affect our revenues.
- *Internet video services.* The Ministry of Communications and the Council for Cable TV and Satellite Broadcasting have published a public hearing in order to determine whether there is a need to regulate the provision of video services over the internet which might compete with multiple channel television services. In October 2011 the Ministry of Communications published its recommendations that included conditions for the adoption of suitable regulation and monitoring of television broadcasts over the internet and the establishment of a continuing implementation team in order to update the existing regulation in the existing broadcasting market and to apply regulation to television broadcasts over the internet. In February 2014, the Minister of Communications appointed a public committee for the evaluation of the regulation of commercial broadcasting in Israel. The committee's scope of evaluation includes, *inter alia*, future regulation of new entrants that shall distribute audio-visual content over the internet. The committee is expected to submit its recommendations by August 2014. Such internet video regulation may affect the Company's launch of television services.
- *Frequency fees.* The Ministry of Communications is conducting a re-assessment of the frequency fees set forth in the law in order to support effective allocation and the utmost utilization of the frequencies.
- *Pricing of international calls.* In January 2011, the Ministry of Communications published a hearing regarding the pricing of international calls to mobile phone destinations. The Israeli international calls operators currently set higher rates for international calls to mobile phone destinations than those for fixed-line destinations. In this consultation the Ministry proposes to regulate the price difference between international calls to mobile phone destinations and those for fixed-line destinations in one of two possible manners: (1) setting a uniform maximal surcharge for international calls to mobile destinations to be added to the cost of a call to fixed-line destinations in each country or (2) requiring the mobile telephony operators to set a uniform call fee for both types of destinations to each foreign country. The revenues of the Company would be adversely affected if these proposed new regulations are adopted.
- *Underwater cable services.* In November 2011, the Ministry of Communications published a hearing regarding a proposed regulation related to the underwater international telecom connection from Israel, proposing certain limitations on the agreements with Med Nautilus, Partner's provider, which shall, among other effects, limit the discounts and capacity Med Nautilus may provide to the Company, in order to provide new company protections for Tamares Telecom, a new company which has recently laid an underwater cable, to facilitate Tamares' entry into the fixed-line telecommunications market. More specifically, the Ministry of Communications may set, for a specified period of time, the minimum tariffs which Tamares' main competitor, Med Nautilus, may charge its customers, including Partner, as well as maximum capacity which it may offer its customers, thus creating a place in the market for Tamares at rates which will protect its new business. Because Bezeq International Ltd. ("Bezeq International") has its own underwater cable and may supply itself with its own international transmission services at a lower cost, our ability to compete on price with Bezeq for services in the international fixed-line telecommunications market may be reduced.

- *ISP access fees.* In June 2012, the Ministry of Communications published a hearing in which it proposes to abolish the payment that internet service providers are currently required to pay to broadband internet access infrastructure providers - the fixed-line operators (currently Bezeq and HOT Telecom) - for the transfer of the traffic between end users and the ISPs. In accordance with the Ministry's proposal, the payment for the broadband internet access infrastructure service shall be paid only by the end users. The Company submitted its response in August 2012.
- *Roaming services during emergencies.* In September 2012, the Ministry of Communications published a hearing with respect to roaming during a state of emergency or during a significant continuous malfunction in which the Ministry of Communications considers determining that under certain conditions, upon the Minister of Communications' instruction, cellular operators that have their own network infrastructure, will be required to provide roaming services to the subscribers of other cellular operators that have network infrastructure, whose network has been rendered non-functioning for a significant amount of time following an event resulting from a state of emergency, a telecommunications crisis or during a significant continuous malfunction. The Company submitted its response to the hearing in October 2012. The revenues of the Company would be adversely affected if these proposed new regulations are adopted.
- *WLAN permit exemptions.* In October 2012, the Ministry of Communications published a hearing with respect to exemptions from erection and operation permits of Wireless Local Access Network (WLAN) access points that operate on frequencies set forth in the Wireless Telegraph Ordinance, according to which the Ministry of Communications is considering to determine the following:
  - i. To allow the installation of WLAN access points anywhere and to remove the existing limitation regarding installations in bordered surroundings only (for example: cafes, airports and malls).
  - ii. To allow general and exclusive general licensees for the provision of domestic fixed-line services to offer their services through the use of WLAN technology and not to allow Mobile Network Operators licensees (MNOs) or Mobile Virtual Network Operators (MVNOs) to provide their services through the same technology.
  - iii. To determine that the erection and operation of the said access points shall be exempt from the need to obtain a permit.

The Company submitted its response to the hearing in November 2012.

In December 2013, the Ministry of Communications published a secondary hearing regarding this matter in which it proposed the following: (1) Cellular and fixed-line licensees will not be allowed to use the technology; or (2) to enable Cellular and fixed-line licensees to use the technology provided they do not charge an additional or separate payment for use of the WLAN.

- *Premium services.* In July 2013, the Ministry of Communications published a hearing that is intended to regulate the manner of provision of premium services so that all of the services will be provided through only three prefixes, two of which shall be blocked as a default. An international operator will be able to provide premium services without having to route the call abroad as long as the services will be provided through the prefixes designated for the provision of premium services. The revenues of the Company may be adversely affected by the results of this hearing.
- *Unified license.* In August 2013, the Ministry of Communications published a hearing regarding the obligation of all existing Licensees, except Bezeq and HOT Telecom to be regulated by a unified general license. In the hearing, it is proposed by the Ministry that existing licensees be obliged to conform to the unified license, under which ILD services, special fixed-line services, ISP services, MVNO and NTP services shall be provided. Existing Licensees shall be obliged to conform to the terms of the unified license within a set period of time to be determined and afterwards to merge all relevant activities into a single corporate entity. Since the provisions of the draft unified license vary from those of the relevant existing licenses (and in many cases are more stringent compared to those of the existing licenses), such an obligation might burden the Company's activity in the relevant segments and may have adverse effect on our financial results. The Company submitted its response to the hearing in October 2013.

- *Intervention in international call market.* In October 2013, the Ministry of Communications published a hearing regarding new regulation of the international call market. In the hearing, it is proposed by the Ministry to allow all General Licensees (including MVNOs) to provide international call services to their subscribers, with respect to the international destinations which are included in the subscriber's tariff plan and to international destinations for which the tariff is lower or equal to the tariff of a call on the Licensee's network. The Ministry of Communications also proposes in the hearing that the General Licensees (such as cellular operators) would not be allowed to collect an interconnect fee for outgoing international calls. The revenues of the Company may be adversely affected by the results of the hearing.
- *Imposition of financial sanctions.* The Ministry of Communications' supervision department has served the Company with a number of supervision reports for alleged claims of breach of our license or the Telecommunications Law to which the Company has submitted its responses. If the Ministry of Communications imposes financial sanctions for the alleged breaches of the license or the Telecommunications Law, this could have an adverse effect on our financial condition or results of operations.

4B.13d - x *The Ministry of Communications policy regarding the fixed-line telecommunications sector*

In May 2012, the Ministry of Communications published the final policy document with respect to increasing competition in the fixed-line telecommunications market. The document adopted the main recommendations of the Hayek Committee, a committee formed by the Ministry to study and make recommendations regarding the Israeli telecommunications market. The main points were as follows:

A. Sale of wholesale services:

- i. The Universal Infrastructure Operators that provide retail telecommunication services will be required to offer wholesale services to the other telecommunication providers, that will offer services on the owners' infrastructure (the wholesale market), based on non-discriminatory conditions.
- ii. The wholesale services tariffs and the terms of agreement shall be determined through negotiations between the Universal Infrastructure Operators and the service providers. An infrastructure owner that reaches an agreement with such other provider shall be required to offer the same terms, without discrimination, to all other providers. Affiliates of the infrastructure owner shall also be allowed to purchase wholesale services as long as these will be provided without discrimination to all other providers.
- iii. The Ministry of Communications shall intervene and set the wholesale tariffs and said terms of agreement, in case an agreement has not been reached between the parties within 6 months from the date of the publication of the policy document or if the agreement between the parties includes tariffs or terms that are unreasonable, may harm the competition, may harm the public welfare or may harm the interest of the service provider.

B. Structural Separation

- i. Within 9 months of a signed agreement between said parties, the structural separation between the fixed-line infrastructure owner and its international call provider and internet service provider (ISP) affiliates shall be abolished and replaced by an accounting separation.

- ii. The Minister of Communications shall consider providing leniencies or abolishing the structural separation (and replacing it with an accounting separation) between the fixed-line infrastructure owner and its affiliated cellular operator, in accordance with the development of the wholesale market and the pace of development of competition based on packaged services that combine fixed-line services and cellular services in the private sector.
- iii. In case a proper and appropriate wholesale market does not develop within 24 months from the date of the publication of the policy document, the Minister of Communications shall act to impose a structural separation in the fixed-line infrastructure owners, between the infrastructure and the services provided through this infrastructure to the end-customers.

C. Supervision over Bezeq Tariffs

Within 6 months from the date such an agreement is signed between the said parties, the Ministry of Communications shall act to change the manner of supervision over Bezeq tariffs so that the supervision shall be done by setting a maximum tariff.

D. Television Broadcasts

- i. The Ministry of Communications shall examine imposing a requirement to offer unbundled television services that are included in services packages that include telecommunication services (fixed-line and mobile) or broadband access services, which means a requirement to provide them at the same tariff as part of a service package or separately.
- ii. The abolishing of the structural separation with respect to multi-channel television shall be done if there is a reasonable possibility to provide a basic package of television services through the internet by service providers that do not own fixed-line infrastructure.

In June 2013, since no agreement had been achieved according to clause a(iii) above, the Ministry of Communications published a hearing regarding a basic offering of wholesale services and their prices, that an infrastructure owner shall be required to offer on the same terms, without discrimination, to all providers ("Standard Offering"). On January 14, 2014 the Ministry of Communications published its decision regarding the minimum six wholesale services to be included in the Standard Offering.

On January 15, 2014, the Ministry of Communications published a hearing regarding the provision of wholesale services and price determination in Bezeq's network only. The hearing includes a service portfolio for Bit Stream Access ("BSA") service. The hearing includes, inter alia, recommendations for the maximum tariffs of wholesale services in Bezeq's network that will be set in regulations. The last date for submission of responses to the hearing is March 10, 2014.

*4B.13d - xi Election Procedure of the Electricity Company*

The Ministries of Finance, National Infrastructures and Communications and the Israeli Electric Corporation the Israeli national electric company published in October 2011 an election process to elect a controlling shareholder, investor and co-founder of a new telecommunication company that will establish a new nationwide FTTH internet broadband access infrastructure (two such infrastructures already exist in Israel, owned by Bezeq and HOT Telecom, respectively).

In August 2013, the Minister of Communications granted Israel Broadband Company- IBC, a general license for the provision of fixed-line telecom services (infrastructure). IBC is owned by Israel Electric Corporation (40%) and a consortium of companies elected as the winning bidder in the election process, which is comprised of the following companies: ViaEuropa Israel Ltd., RAPAC Communication & Infrastructure Ltd., BATM advanced Communication Ltd., Tamares Holdings Sweden AB and Zisapel Properties (1992) Ltd. and Cisco Systems Finance International (60%).

Under its general license, IBC is permitted to provide its services only to other telecom licensees.

IBC was also granted a special license for the provision of domestic fixed-line data communication. According to local media reports, IBC is permitted under its special license, to provide its services to major commercial customers.

*4B.13d - xii Accessibility for Disabled Persons*

Regulations regarding accessibility based on the Equality Law for Disabled Persons have entered into force in October 2013. The regulations address issues including physical accessibility to our customer service centers as well as to information such as forms, pamphlets and telephone customer services. We believe that the costs required to comply with such regulations may be significant. The regulations under discussion allow relief to disabled persons against non-compliant companies of NIS 50,000 without having to prove damages and may provide grounds for class actions. The said regulations have been amended with respect to accessibility to buildings.

*4B.13d - xiii Anti-Trust Regulation.*

Pursuant to the Israeli Restrictive Trade Practices Law, 1988, if the Anti Trust Commissioner decides that the Israeli cellular market is oligopolistic, the Director General will have the authority to give instructions to all or some of the participants in our market, in order to, among other objectives, maintain or increase the competition level among the participants, the Director General's authority would include the ability to issue orders to remove or to ease entry or transfer barriers, to terminate a participant's activity, or otherwise to regulate the activities of the market.

**4B.13e Our Mobile Telephone License**

On April 7, 1998, the Ministry of Communications granted to us a general license to establish and operate a mobile telephone network in Israel. The Ministry of Communications amended our license in February 2002 to include the provision of 3G services by us and extended our mobile telephone license through 2022.

Under the terms of the amended license, we have provided a \$10 million guarantee to the State of Israel to secure the Company's adherence to the terms of the license.

On March 9, 2005, our license was further amended. The principal elements of this amendment are as follows:

- Our founding shareholders and their approved substitutes must hold, in the aggregate, at least 26% of each of our means of control. Furthermore, the maintenance of at least 26% of our means of control by our founding shareholders and their approved substitutes allows Partner to be protected from a license breach that would result from a transfer of shares for which the authorization of the Ministry of Communications was required, but not obtained.
- Israeli entities from among our founding shareholders and their approved substitutes must hold at least 5% of our issued and outstanding share capital and of each of our means of control. "Israeli entities" are defined as individuals who are citizens and residents of Israel and entities formed in Israel and controlled, directly or indirectly, by individuals who are citizens and residents of Israel, provided that indirect control is only through entities formed in Israel, unless otherwise approved by the Israeli Prime Minister or Minister of Communications.

- At least 10% of our Board of Directors must be appointed by Israeli entities, as defined above, provided that if the Board of Directors is comprised of up to 14 members, only one such director must be so appointed, and if the Board of Directors is comprised of between 15 and 24 members, only two such directors must be so appointed.
- Matters relating to national security shall be dealt with only by a Board of Directors committee that has been formed for that purpose. The committee includes at least 4 members, of which at least one is an external director. Only directors with the required clearance and those deemed appropriate by Israel's General Security Service may be members of this committee. Resolutions approved by this committee shall be deemed adopted by the Board of Directors.
- The Ministry of Communications shall be entitled to appoint an observer to the Board of Directors and its committees, subject to certain qualifications and confidentiality undertakings.

*Term.* Our license authorizes us on a non-exclusive basis to establish and operate a mobile telephone network in Israel. A mobile telephone network is a wireless telephone network through which mobile telephone service is provided to the public. Our license allocates to us specified frequencies and telephone numbers. Our license was originally valid for a period of ten years (until April 2008), but has been extended until 2022.

The license may be extended for an additional six-year period upon our request to the Ministry of Communications, and a confirmation from the Ministry of Communications that we have met the following performance requirements:

- observing the provisions of the Telecommunications Law, the Wireless Telegraphy Ordinance, the regulations and the provisions of our license;
- acting to continuously improve our mobile telephone services, their scope, availability, quality and technology, and that there has been no act or omission by us harming or limiting competition in the mobile telephone sector;
- having the ability to continue to provide mobile telephone services of a high standard and to implement the required investments in the technological updating of our system in order to improve the scope of such services, as well as their availability and quality; and
- using the spectrum allocated to us efficiently, compared to alternative applications.

At the end of this additional six-year period, we may request renewal of our license for successive six-year periods thereafter, subject to regulatory approval.

*Contracting with Customers.* Pursuant to our license, our standard agreement with customers must receive the Ministry of Communications' approval. We have submitted our standard agreement to the Ministry of Communications for approval pursuant to our license. To date, we have not received any comments from the Ministry of Communications regarding this agreement.

*Tariffs.* Our license requires us to submit to the Ministry of Communications our tariffs (and any changes in our tariffs) before they enter into effect. Our license allows us to set and change our tariffs for outgoing calls and any other service without approval of the Ministry of Communications. However, the Ministry of Communications may intervene in our tariffs if it finds that our tariffs unreasonably harm consumers or competition.

*Payments.* Our license specifies the payments we may charge our subscribers. These include one-time installation fees, fixed monthly payments, airtime fees, payments for the use of other telecommunication systems, payments for handset maintenance and payments for additional services. In some of our tariff plans we have chosen to charge only for airtime and use of services. See “Item 4B.6b Tariff Plans.”

*Interconnection.* Like the licenses of Pelephone, Cellcom and HOT Mobile, our license requires that we interconnect our mobile telephone network to other telecommunications networks operating in Israel, including that of Bezeq and other domestic fixed-line operators, the other mobile telephone operators and the international operators.

Conversely, we must allow other network operators to interconnect to our network. See “Item 4B.9h Interconnection”

*Service Approval.* The Ministry of Communications has the authority to require us to submit for approval details of any of our services (including details concerning tariffs). In addition, we are required to inform the Ministry of Communications prior to the activation of any service on a specified list of services.

*Access to Infrastructure.* The Ministry of Communications has the power to require us, like the other telephone operators in Israel, to offer access to our network infrastructure to other operators. We may also be required to permit other operators to provide value-added services using our network.

*Universal Service.* We are required to provide any third generation service with the same coverage as our existing network within 24 months from the commercial launch of each such service.

*Territory of License.* Our license authorizes us to provide mobile telephone services within the State of Israel as well as offer roaming services outside the State of Israel. In May 2000, we were also granted a license from the Israeli Civil Administration, to provide mobile services to the Israeli populated areas in the West Bank. The license is effective until February 1, 2022. The provisions of the general license described above, including as to its extension, generally apply to this license, subject to certain modifications. We believe that we will be able to receive an extension to this license upon request.

*License Conditions.* Our license imposes many conditions on our conduct. We must at all times be a company registered in Israel. Our license may not be transferred, mortgaged or attached without the prior approval of the Ministry of Communications. We may not sell, lease or mortgage any of the assets which serve for the implementation of our license without the prior approval of the Ministry of Communications, other than in favor of a banking corporation which is legally active in Israel, and in accordance with the conditions of our license.

Our license provides that no direct or indirect control of Partner may be acquired, at one time or through a series of transactions, and no means of control may be transferred in a manner which results in a transfer of control, without the consent of the Ministry of Communications. Furthermore, no direct or indirect holding of 10% or more of any means of control may be transferred or acquired at one time or through a series of transactions, without the consent of the Ministry of Communications. In addition, no shareholder of Partner may permit a lien to be placed on shares of Partner if the foreclosure on such lien would cause a change in the ownership of 10% or more of any of Partner’s means of control unless such foreclosure is made subject to the consent of the Ministry of Communications. For purposes of our license, “means of control” means any of:

- voting rights in Partner;
- the right to appoint a director or managing director of Partner;
- the right to participate in Partner’s profits; or
- the right to share in Partner’s remaining assets after payment of debts when Partner is wound up.

Each of our ordinary shares and ADSs is considered a means of control in Partner.

In addition, Partner, any entity in which Partner is an Interested Party, as defined below, an Office Holder, as defined below, in Partner or an Interested Party in Partner or an Office Holder in an Interested Party in Partner may not be a party to any agreement, arrangement or understanding which may reduce or harm competition in the area of mobile telephone services or any other telecommunications services.

In connection with our initial public offering, our license was amended to provide that our entering into an underwriting agreement for the offering and sale of shares to the public, listing the shares for trading, and depositing shares with the depositary or custodian will not be considered a transfer of any means of control, as defined below. Pursuant to the amendment, if the ADSs (or other "traded means of control," that is, means of control which have been listed for trade or offered through a prospectus and are held by the public) are transferred or acquired in breach of the restrictions imposed by the license with respect to transfer or acquisition of 10% or more of any means of control, we must notify the Ministry of Communications and request the Ministry's consent within 21 days of learning of the breach. In addition, should a shareholder, other than a founding shareholder, breach these ownership restrictions, or provisions regarding acquisition of control or cross-ownership or cross-control with other mobile telephone operators or shareholdings or agreements which may reduce or harm competition, its shareholdings will be marked as exceptional shares and will be converted into dormant shares, as long as the Ministry's consent is required but not obtained, with no rights other than the right to receive dividends and other distributions to shareholders, and to participate in rights offerings.

The dormant shares must be registered as dormant shares in our share registry. Any shareholder seeking to vote at a general meeting of our shareholders must notify us prior to the vote, or, if the vote is by deed of vote, must so indicate on the deed of vote, whether or not the shareholder's holdings in Partner or the shareholder's vote requires the consent of the Ministry of Communications due to the restrictions on transfer or acquisition of means of control, or provisions regarding cross-ownership or cross-control with other mobile telephone operators or shareholders. If the shareholder does not provide such certification, his instructions shall be invalid and his vote not counted.

The existence of shareholdings which breach the restrictions of our license in a manner which could cause them to be converted into dormant shares and may otherwise provide grounds for the revocation of our license will not serve in and of themselves as the basis for the revocation of our license so long as:

- the founding shareholders or their approved substitutes of Partner continue to hold in the aggregate at least 26% of the means of control of Partner;
- our Articles of Association include the provisions described in this paragraph;
- we act in accordance with such provisions;
- our Articles of Association provide that an ordinary majority of the voting power at the general meeting of Partner is entitled to appoint all the directors of Partner other than external directors.

The amendment of our license providing for the dormant share mechanism does not apply to our founding shareholders.

The provisions contained in the amendment to our license are also contained in our Articles of Association. In addition, our Articles of Association contain similar provisions in the event the holdings of shares by a shareholder breaches ownership limits contained in our license.

*Revoking, limiting or altering our license.* Our license contains several qualifications that we are required to meet. These conditions are designed primarily to ensure that we maintain at least a specified minimum connection to Israel. Other eligibility requirements address potential conflicts of interest and cross-ownership with other Israeli telecommunications operators. The major eligibility requirements are set forth below. A failure to meet these eligibility requirements may lead the Ministry of Communications to revoke, limit or alter our license, after we have been given an opportunity and have failed to remedy it.

- Founding shareholders or their approved substitutes must hold at least 26% of the means of control of Partner.



- Israeli entities from among our founding shareholders and their approved substitutes must hold at least 5% of our issued share capital and of each of our means of control.
- The majority of our directors, and our general manager, must be citizens and residents of Israel.
- Neither the general manager of Partner nor a director of Partner may continue to serve in office if he has been convicted of certain legal offenses.
- No trust fund, insurance company, investment company or pension fund that is an Interested Party in Partner may: (a) hold, either directly or indirectly, more than 5% of any means of control in a competing mobile radio telephone operator without having obtained a permit to do so from the Ministry of Communications, or (b) hold, either directly or indirectly, more than 5% of any means of control in a competing mobile radio telephone operator in accordance with a permit from the Ministry, and in addition have a representative or appointee who is an Office Holder in a competing mobile radio telephone operator, unless it has been legally required to do so, or (c) hold, either directly or indirectly, more than 10% of any means of control in a competing mobile radio telephone operator, even if it received a permit to hold up to 10% of such means of control.
- No trust fund, insurance company, investment company or a pension fund that is an Interested Party in a competing mobile radio telephone operator may: (a) hold, either directly or indirectly, more than 5% of any means of control in Partner, without having obtained a permit to do so from the Ministry of Communications; or (b) hold, directly or indirectly, more than 5% of any means of control in Partner in accordance with a permit from the Ministry of Communications, and in addition have a representative or appointee who is an Office Holder in Partner, unless it has been legally required to do so; or (c) hold, either directly or indirectly, more than 10% of any means of control in Partner, even if it received a permit to hold up to 10% of such means of control.
- Partner, an Office Holder or Interested Party in Partner, or an Office Holder in an Interested Party in Partner does not control a competing mobile radio telephone operator, is not controlled by a competing mobile radio telephone operator, by an Office Holder or an Interested Party in a competing mobile radio telephone operator, by an Office Holder in an Interested Party in a competing mobile radio telephone operator, or by a person or corporation that controls a competing mobile radio telephone operator.

Our license may also be revoked, limited or altered by the Ministry of Communications if we have failed to uphold our obligations under the Telecommunications Law, the Wireless Telegraphy Ordinance or the regulations, or have committed a substantial breach of the license conditions. Examples of the principal undertakings identified in our license in this connection are:

- We have illegally ceased, limited or delayed any one of our services;
- Any means of control in Partner or control of Partner has been transferred in contravention of our license;
- We fail to invest the required amounts in the establishment and operation of the mobile radio telephone system in accordance with our undertakings to the Ministry of Communications;
- We have harmed or limited competition in the area of mobile radio telephone services;
- A receiver or temporary liquidator is appointed for us, an order is issued for our winding up or we have decided to voluntarily wind up; or
- Partner, an Office Holder in Partner or an Interested Party in Partner or an Office Holder in an Interested Party of Partner is an Interested Party in a competing mobile radio telephone operator or is an Office Holder in a competing mobile radio telephone operator or in an interested party in a competing mobile radio telephone operator without first obtaining a permit from the Ministry of Communications to do so or has not fulfilled one of the conditions included in such permit. See "Item 4B.13e-Our Mobile Telephone License-Our Permit Regarding Cross Ownership."

In addition, our amended license, like the licenses of our competitors, provides that if we participate in a future tender for a mobile telecommunications license, we may be required by the terms of a new tender, if we win such tender, to transfer our network to another operator according to terms which the Ministry of Communications may decide upon and to cease providing mobile telephony services.

*Change in license conditions.* Under our license, the Ministry of Communications may change, add to, or remove conditions of our license if certain conditions exist, including:

- A change has occurred in the suitability of Partner to implement the actions and services that are the subject of our license.
- A change in our license is required in order to ensure effective and fair competition in the telecommunications sector.
- A change in our license is required in order to ensure the standards of availability and grade of service required of Partner.
- A change in telecommunications technology justifies a modification of our license.
- A change in the electromagnetic spectrum needs justifies, in the opinion of the Ministry of Communications, changes in our license.
- Considerations of public interest justify modifying our license.
- A change in government policy in the telecommunications sector justifies a modification of our license.
- A change in our license is required due to its breach by Partner.

During an emergency period, control of Partner's mobile radio telephone system may be assumed by any lawfully authorized person for the security of the State of Israel to ensure the provisions of necessary service to the public, and some of the spectrum granted to us may be withdrawn. In addition, our license requires us to supply certain services to the Israeli defense and security forces. Furthermore, certain of our senior officers are required to obtain security clearance from Israeli authorities.

For the purposes of this discussion, the following definitions apply:

- **"Office Holder"** means a director, manager, company secretary or any other senior officer that is directly subordinate to the general manager.
- **"Control"** means the ability to, directly or indirectly, direct the activity of a corporation, either alone or jointly with others, whether derived from the governing documents of the corporation, from an agreement, oral or written, from holding any of the means of control in the corporation or in another corporation, or which derives from any other source, and excluding the ability derived solely from holding the office of director or any other office in the corporation. Any person controlling a subsidiary or a corporation held directly by him will be deemed to control any corporation controlled by such subsidiary or by such controlled corporation. It is presumed that a person or corporation controls a corporation if one of the following conditions exist: (1) such person holds, either directly or indirectly, fifty percent (50%) or more of any means of control in the corporation; (2) such person holds, either directly or indirectly, a percentage of any means of control in the corporation which is the largest part in relation to the holdings of the other Interested Parties in the corporation; or (3) such person has the ability to prevent the taking of business decisions in the corporation, with the exception of decisions in the matter of issuance of means of control in a corporation or decisions in the matters of sale or liquidation of most businesses of the corporation, or fundamental changes of these businesses.

- “**Controlling Corporation**” means a company that has control, as defined above, of a foreign mobile radio telephone operator.
- “**Interested Party**” means a person who either directly or indirectly holds 5% or more of any type of means of control, including holding as an agent.

#### *Our Permit Regarding Cross Ownership*

Our license generally prohibits cross-control or cross-ownership among competing mobile telephone operators without a permit from the Ministry of Communications. In particular, Partner, an Office Holder or an Interested Party in Partner, as well as an Office Holder in an Interested Party in Partner may not control or hold, directly or indirectly, 5% or more of any means of control of a competing mobile radio telephone operator. Our license also prohibits any competing mobile radio telephone operator or an Office Holder or an Interested Party in a competing mobile radio telephone operator, or an Office Holder in an Interested Party in a competing mobile radio telephone operator or a person or corporation that controls a competing mobile radio telephone operator from either controlling, or being an Interested Party in us.

However, our license, as amended on April 14, 2002, also provides that the Ministry of Communications may permit an Interested Party in Partner to hold, either directly or indirectly, 5% or more in any of the means of control of a competing mobile radio telephone operator if the Ministry of Communications is satisfied that competition will not be harmed, and on the condition that the Interested Party is an Interested Party in Partner only by virtue of a special calculation described in the license and relating to attributed holdings of shareholders deemed to be in control of a corporation.

#### **4B.13f Other Licenses**

*Domestic Fixed-line License.* In January, 2007, the Ministry of Communications granted Partner Land-Line Communication Solutions Limited Partnership, which is fully owned by the Company, a license for the provision of domestic fixed-line telecommunications services. The license expires in twenty years but may be extended by the Ministry of Communications for successive periods of ten years provided that the licensee has complied with the terms of the license and has acted consistently for the enhancement of telecom services and their enhancement. The licensee deposited a bank guarantee in the amount of NIS 10 million with the Ministry of Communications upon receiving the license which shall be used to secure the licensee’s obligations under the License. The general conditions of the mobile telephone license described above, generally apply to this license, subject to certain modifications. In addition to any 10% share transfer requiring the prior approval of the Ministry of Communications, the license additionally requires approval prior to a third party acquiring the ability to exercise significant influence over us. In this context, holding 25% of our means of control is presumed to confer significant influence. The license was amended in February 2007 to grant us the right to offer VoB services using the infrastructure of Bezeq and HOT Telecom to access customers and to provide them with fixed-line telephony service. The License was further amended in July 2007 to incorporate the provision of transmission and data communications services that were previously provided for under a transmission license that was granted in July 2006. In March 2009, we were also granted a domestic fixed-line license to provide fixed-line services to the Israeli populated areas in the West Bank. The license is effective until March 2019.

012 Smile was also granted a similar domestic fixed-line license by the Ministry of Communications in December 2005 for 20 years that may be extended under similar conditions as our domestic fixed-line license and a license to provide domestic fixed-line services to the Israeli populated areas in the West Bank which is valid until February 2018.

*ISP License.* In March 2001, we received a special license granted by the Ministry of Communications, allowing us through our own facilities to provide internet access to fixed-line network customers. The license is valid until April 2018. We began supplying commercial ISP services beginning in January 2009. We were also granted a special license to provide ISP services to the Israeli populated areas in the West Bank which is valid until April 2018. We have applied for an extension to these licenses.

012 Smile was also granted a similar ISP license by the Ministry of Communications in December 2009 that is valid until December 2014 and a special license to provide ISP services to the Israeli populated areas in the West Bank which is valid until February 2016.

*International Long Distance License.* In December 2009, the Ministry of Communications granted 012 Smile, a license for the provision of International Long Distance services. The license expires in twenty years but may be extended by the Ministry of Communications for successive periods of ten years provided that the licensee has complied with the terms of the license and has acted consistently for the enhancement of telecom services and their enhancement. The Ministry of Communications also granted 012 Smile, a license for the provision of International Long Distance services to the Israeli populated areas in the West Bank which is valid until February 2018.

*NTP License.* In February 2007 we received a special license granted by the Ministry of Communications allowing us to provide certain telecom services, including providing and installing equipment and cabling, representing the subscriber with local fixed operators, and establishing and operating control facilities within a subscriber's premises. The license is valid until February 2017.

012 Smile was also granted a similar NTP license by the Ministry of Communications in December 2009 that is valid until December 2014.

*Other Licenses.* The Ministry of Communications has granted us a trade license pursuant to the Wireless Telegraphy Ordinance. This license regulates issues of servicing and trading in equipment, infrastructure and auxiliary equipment for our network. We have also been granted a number of encryption licenses that permit us to deal with means of encryption, as provided in the aforementioned licenses, within the framework of providing mobile radio telephone services to the public.

#### **4B.13g Network Site Permits**

##### *Permits of the Ministry of Environmental Protection*

On January 1, 2006, the Non-Ionizing Radiation Law (5766-2006), which replaced the Pharmacists (Radioactive Elements and Products) Regulations, 1980 regarding matters that pertain to radiation from cellular sites, was enacted. This law defines the various powers of the Ministry of Environmental Protection as they relate, *inter alia*, to the grant of permits for network sites and sets standards for permitted levels of non-ionizing radiation emissions and reporting procedures. Pursuant to this law, most of which entered into effect on January 1, 2007, a request for an operating permit from the Ministry of Environmental Protection with respect to either new sites or existing sites would require a building permit for such site(s). The Ministry of Environmental Protection has adopted the International Radiation Protection Agency's standard as a basis for the consents it gives for the erection and operation of our antennas. This standard is an international standard based upon a number of years of scientific study.

If we continue to face difficulties in obtaining building permits from the local planning and building committee, we may fail to obtain also operation permits from the Ministry of Environmental Protection. Operation of a network site without a permit from the Ministry of Environmental Protection may result in criminal and civil liability to us or to our officers and directors.

##### *Local Building Permits*

The Planning and Building Law requires that we receive a building permit for the construction of most of our antennas. The local committee or local licensing authority in each local authority is authorized to grant building permits, provided such permits are in accordance with National Building Plan No. 36 which came into effect on June 15, 2002. The local committee is made up of members of the local municipal council. The local committee is authorized to delegate certain of its powers to subcommittees on which senior members of the local authority may sit.

The local committee examines the manner in which an application for a building permit conforms to the plans applying to the parcel of land that is the subject of the application, and the extent to which the applicant meets the requirements set forth in the Planning and Building Law. The local committee is authorized to employ technical, vista, and aesthetic considerations in its decision-making process. The local committee may grant building permits that are conditioned upon the quality of the construction of the structure, the safety of flight over the structure, and the external appearance of the structure. Every structure located on a certain parcel of land must satisfy the requirements and definitions set forth in the building plan applicable to such parcel.

On January 3, 2006, the National Council for Planning and Building added a new requirement for obtaining a building permit for network sites: the submission of an undertaking to indemnify the local committee for claims relating to the depreciation of the surrounding property value as a result of the construction or existence of the antenna.

A decision by a local committee not to grant a building permit may be appealed to the District Appeals Committee. A person harmed by the ruling of the District Appeals Committee may have such ruling examined judicially by means of an administrative petition to the District Court sitting as an Administrative Affairs Tribunal.

*National Building Plan No. 36*

National Building Plan No. 36 which came into effect on June 15, 2002 regulates the growth of telecommunications infrastructure in Israel. Chapter A of National Building Plan No. 36 sets forth the licensing requirements for the construction of mobile radio telephone infrastructure. National Building Plan No. 36 also adopts the radiation emission standards set by the International Radiation Protection Agency which were also previously adopted by the Ministry of Environmental Protection. We believe that we currently comply with these standards regarding our sites. National Building Plan No. 36 is in the process of being changed. On June 1, 2010, the National Council for Planning and Building approved the National Building Plan No. 36/A/1 version that incorporates all of the amendments to National Building Plan No. 36 ("the Amended Plan").

Current proposed changes impose additional restrictions and/or requirements on the construction and operation of network sites and could, if adopted, harm our ability to construct new network sites, make the process of obtaining building permits for the construction and operation of network sites more cumbersome and costly, and may delay the future deployment of our network.

Under the Non-Ionizing Radiation Law, the National Council for Planning and Building was granted the power to determine the level of indemnification for reduction of property value to be undertaken as a precondition for a cellular company to obtain a building permit for a new or existing network site. As a result, the National Council for Planning and Building has decided that until National Building Plan 36 is amended to reflect a different indemnification amount, cellular companies will be required to undertake to indemnify the building and planning committee for 100% of all losses resulting from claims against the committee. Thus, at present, in order to obtain a building permit for a new or existing network site, we must provide full indemnification for the reduction of property value.

The Amended Plan sets forth the indemnification amounts as a percentage of the value of the depreciated property claims in accordance with the manner in which the licenses were granted as follows: If the license was granted in an expedited licensing route, which is intended for installations that are relatively small in accordance with the Amended Plan criteria, then the cellular companies will be required to compensate the local planning committees in an amount of 100% of the value of the depreciated property claim. If the license was granted in a regular licensing route, which is intended for larger installations in accordance with the Amended Plan criteria, then the cellular companies will be required to compensate the local planning committees in an amount of 80% of the value of the depreciated property claim. The Amended Plan is subject to governmental approval, in accordance with the Planning and Building Law. It is unknown when the government intends to approve the Amended Plan.

These recent developments may have a material adverse effect on our financial condition and results of operations, as well as plans to expand and enhance network coverage. For more information, see "3D. If In connection with some building permits, we may also be required to indemnify planning committees in respect of claims against them relating to the depreciation of property values that result from the granting of permits for network sites."

#### *Wireless access devices*

We have set up several hundred small communications devices, called wireless access devices, pursuant to a provision in the Telecommunications Law which we and other participants in cellular telecommunications, believe exempts such devices from the need to obtain a building permit. Beginning in 2008, following the filing of a claim that the exemption does not apply to cellular communications devices, the Attorney General filed an opinion regarding this matter stating that the exemption does apply to wireless radio access devices under certain conditions and instructed the Ministry of Interior to prepare regulations setting conditions that would limit the exemption to extraordinary circumstances. Following the instruction of the Attorney General, several inter-ministerial discussions and hearings have taken place without agreement being reached as to the final version of the regulations. The approval of the regulations was brought to the Economic Committee where the regulations were not approved. The chairman of the Economic Committee advised that he intended to meet with representatives of the relevant governmental ministries in an effort to seek a version of the regulations that would be acceptable by all committee members. Following two petitions that were filed with the High Court of Justice opposing the Attorney General's recommendation that the exemption apply under certain conditions, on September 16, 2010, the Supreme Court issued an interim order prohibiting further construction of wireless access devices in cellular networks in reliance on the exemption from the requirement to obtain a building permit. On February 16, 2011, and on July 18, 2012, the Supreme Court narrowed the scope of the interim injunction so that repair or replacement of existing wireless access devices is permitted under certain conditions that will be determined in a judgment. On September 6, 2011, the Supreme Court ruled that it would allow the two new UMTS operators to erect new wireless access devices without a need for a permit in accordance with the terms set forth in the decision. If a definitive court judgment holds that the exemption does not apply to cellular devices at all or if the regulations finally approved do not apply the exemption to wireless access devices, this could adversely affect the Company's existing network. As a result, we may be required to remove existing devices and would not be able to install new devices on the basis of the exemption. Our network capacity and coverage would then be negatively impacted, which could have an adverse effect on our revenue and results of operations.

#### *Other Approvals*

The construction of our antennas may be subject to the approval of the Civil Aviation Administration which is authorized to ensure that the construction of our antennas does not interfere with air traffic, depending on the height and location of such antennas. The approval of the Israeli Defense Forces is required in order to coordinate site frequencies so that our transmissions do not interfere with the communications of the Israel Defense Forces.

We, like other cellular operators in Israel, provide repeaters, also known as bi-directional amplifiers, to subscribers seeking an interim solution to weak signal reception within specific indoor locations. In light of the lack of a clear policy of the local planning and building authorities, and in light of the practice of the other cellular operators, we have not requested permits under the Planning and Building Law for the repeaters. However, we have received from the Ministry of Communications an approval to connect the repeaters to our communications network. We have also received from the Ministry of Environmental Protection, the permits that are necessary for the repeaters.

In addition, we construct and operate microwave links as part of our transmission network. The various types of microwave links receive permits from the Ministry of Environmental Protection in respect of their radiation level. Based on an exemption in the Telecommunications Law, we believe that building permits are not required for the installation of most of these microwave links on rooftops, but if in the future the courts or the relevant regulator determine that building permits are necessary for the installation of these sites, it could have a negative impact on our ability to deploy additional microwave links, and could hinder the coverage, quality and capacity of our transmission network and our ability to continue to market our Fixed-Line Services effectively.

We have received approval from the Ministry of Communications for selling and distributing all of the handsets and other terminal equipment we sell. The Ministry of Environmental Protection also has authority to regulate the sale of handsets in Israel, and under the new Non-Ionizing Radiation Law, certain types of devices, which are radiation sources, including cellular handsets, have been exempted from requiring an approval from the Ministry of Environmental Protection so long as the radiation level emitted during the use of such handsets does not exceed the radiation level permitted under the Non-Ionizing Radiation Law. Since June 15, 2002, we have been required to provide information to purchasers of handsets on the Specific Absorption Rate ("SAR") levels of the handsets as well as its compliance with certain standards pursuant to a regulation under the Consumer Protection Law. We attach a brochure to each handset that is sold that includes the SAR level of the specific handset. Such brochures are also available at our service centers and the information is also available on the Company's website. SAR levels are a measurement of non-ionizing radiation that is emitted by a hand-held cellular telephone at its specific rate of absorption by living tissue. While, to the best of our knowledge, the handsets that we market comply with the applicable laws that relate to acceptable SAR levels, we rely on the SAR published by the manufacturer of these handsets and do not perform independent inspections of the SAR levels of these handsets. As the manufacturers' approvals refer to a prototype handset and not for each and every handset, we have no information as to the actual SAR level of each specific handset and throughout its lifecycle, including in the case of equipment repair.

Under a December 2005 amendment to this procedure, in the event that the SAR level is not measured after the repair of a handset, the repairing entity is required to notify the customer by means of a label affixed to the handset that the SAR may have been altered following the repair, in accordance with the provisions relating to the form of such label set forth in the procedure. A consultant had been retained by the Ministry of Communications to formulate a recommendation regarding the appropriate manner to implement the procedure for repairing handsets but to date the Ministry of Communications has not yet issued any guidelines and given the continued delay we are informing our customers that there may be changes in the SAR levels.

In November 2005, a new procedure was adopted by the Ministry of Communications with regard to the importation, marketing, and approval for 2G and 2.5G handsets. Prior to the implementation of the new procedure, suppliers of 2G and 2.5G handsets in Israel were required to obtain an interim, non-binding approval of the handset type from the relevant cellular operators before receiving final approval from the Ministry of Communications to supply such handsets in Israel to such operators. Under the new procedure, handsets that have already received the internationally recognized Global Certification Forum approval prior to their importation into Israel are now exempt from the requirement of receiving an interim, non-binding approval from the relevant cellular operators in Israel. This could expose us to the risk that handsets not reviewed and approved by us may interfere with the operation of our network. The new procedures described above do not apply to 3G handsets, which still require cellular operators to grant an interim, non-binding approval to the Ministry of Communications before the Ministry grants its final approval in all circumstances.

In addition, this procedure also called for repaired handsets to comply with all applicable standards required for obtaining handset type approval, including standards relating to the safety, electromagnetic levels, and SAR levels.

#### **4C. Organizational Structure**

We currently have five wholly-owned subsidiaries, Partner Future Communications 2000 Ltd., an Israeli corporation; Partner Net Ltd., an Israeli corporation; Partner Land-Line Communications Solutions LLP, an Israeli limited partnership; Partner Business Communications Solutions, LLP, an Israeli limited partnership; and, since March 3, 2011, 012 Smile. 012 Smile has four wholly-owned subsidiaries, 012 Telecom Ltd., 012 Mobile GP Ltd., Golden Lines 012 Telecommunication Services 2001 Ltd., and 012 Mobile Limited Partnership, all Israeli corporations. Partner Future Communications 2000 Ltd. serves as the general partner and the Company serves as the limited partner of each of the limited partnerships. On October 28, 2009, we became a subsidiary of Scailex. On January 29, 2013, S.B. Israel Telecom acquired 30.87% of our issued and outstanding shares, principally from Scailex. See "Item 7A.1 Principal Shareholders".

On November 8, 2013, the Company entered into a 15-year network sharing agreement with HOT Mobile, which remains subject to approval by Israeli regulatory authorities. Pursuant to the network sharing agreement, the parties would create a 50-50 joint venture, which would operate and develop a cellular network to be shared by both companies, starting with a pooling of both companies' radio access network infrastructures to create a single radio access network. See "Item 4B.9 Our Network".

#### **4D. Property, Plant and Equipment**

##### ***Headquarters***

We lease our headquarter facilities in Rosh Ha-ayin, Israel, in three sites with a total of approximately 56,163 gross square meters (including parking lots). The leases for each site have different lengths and specific terms, but we believe that our current office facilities are adequate for the foreseeable future, and that we will be able to extend the leases or obtain alternate or additional facilities, if needed, on acceptable commercial terms. In the beginning of 2014, an amendment to the lease agreements for its headquarters facility in Rosh Ha'ayin was signed, according to which the lease term is extended until the end of 2024. The rental payments are linked to the Israeli CPI. We also lease five call centers in Haifa, Jerusalem, Rehovot, Rishon Lezion (012 call center) and Beer-Sheva. The leases for each site have different lengths and specific terms. We believe that our current call center facilities are adequate for the foreseeable future, and that we will be able to extend the leases or obtain alternate or additional facilities, if needed, on acceptable commercial terms.

##### ***Network***

For a description of our telecommunications network, see "Item 4B.9 Our Network" above.

We lease most of the sites where our mobile telecommunications network equipment is installed throughout Israel. At December 31, 2013, we had 2,806 network sites (including micro-sites). The lease agreements relating to our network sites are generally for periods of two to ten years. We have the option to extend the lease periods up to ten years (including the original lease period).

The erection and operation of most of these network sites requires building permits from local or regional zoning authorities, as well as a number of additional permits from governmental and regulatory authorities, and we have had difficulties in obtaining some of these permits.

Difficulties obtaining required permits could continue and therefore affect our ability to maintain cell network sites. In addition, as we grow our subscriber base and seek to improve the range and quality of our services, we need to further expand our network, and difficulties in obtaining required permits may delay, increase the costs or prevent us from achieving these goals in full. See "Item 3D.1 RISKS RELATING TO THE REGULATION OF OUR INDUSTRY" and "Item 4B.13 Regulation".

On November 8, 2013, the Company entered into a 15-year network sharing agreement with HOT Mobile, which remains subject to approval by Israeli regulatory authorities. Pursuant to the network sharing agreement, the parties would create a 50-50 joint venture, which would operate and develop a cellular network to be shared by both companies, starting with a pooling of both companies' radio access network infrastructures to create a single radio access network. See "Item 4B.9 Our Network".

##### ***Service Centers and Points of Sale***

Lease agreements for our retail stores and service centers are for periods of two to ten years. We have the option to extend the lease agreements for different periods of up to ten additional years (including the original lease period). The average size of our retail stores and service center is approximately 250 square meters. See also Note 19 to the consolidated financial statements.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.



**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

The following operating and financial review and prospects are based upon and should be read in conjunction with our financial statements and selected financial data, which appear elsewhere in this report. You should also read the risk factors appearing in Item 3D of this annual report for a discussion of a number of factors that affect and could affect our financial condition and results of operations.

**5A. Operating Results****5A.1 OVERVIEW****5A.1a Key Financial and Operating Data**

The table below sets forth a summary of selected financial and operating data for the years ended December 31, 2011, 2012 and 2013.

	Year ended December 31,		
	2011	2012	2013
Revenues (NIS million)	6,998	5,572	4,519
Operating profit (NIS million)	1,036	865	409
Income before taxes (NIS million)	742	631	198
Profit for the Year (NIS million)	443	478	135
Capital expenditures (NIS million)	468	558	413
Cash flow provided by operating activities net of investment activities (NIS million)	485	1,234	1,041
Cellular Subscribers (end of period, thousands)	3,176	2,976	2,956
Annual cellular churn rate (%)	29%	38%	39%
Average monthly usage per cellular subscriber (MOU) (in minutes)	397	450	522
Average monthly revenue per cellular subscriber (ARPU) (NIS)	111	97	83

**5A.1b Business Developments in 2013**

In 2013, the level of competition in the Israeli telecommunications market remained very intense and as a result, the continued substantial price erosion in the market had a significant impact on the Company's business results.

At the end of December 2013, the Company's active cellular subscriber base (including mobile data and 012 Mobile subscribers) was approximately 2.96 million, including approximately 2.1 million post-paid subscribers or 72% of the base, and approximately 823,000 pre-paid subscribers, or 28% of the subscriber base. Total cellular market share (based on the number of subscribers) at the end of 2013 was estimated to be approximately 29%, unchanged from the previous year.

Over 2013, the cellular subscriber base declined by approximately 20,000. The post-paid subscriber base increased by approximately 31,000, which was more than offset by a decrease in the pre-paid subscriber base by approximately 51,000. The decrease in the pre-paid subscriber base was largely attributed to the pre-paid subscribers moving to post-paid subscriber packages as a result of the significant price erosion (and hence increasing attractiveness) in these products.

The annual churn rate for cellular subscribers in 2013 was 39%, slightly higher than 38% in 2012, mainly reflecting the continued intense competition in the cellular subscriber market.

The monthly Average Revenue Per User (ARPU) for cellular subscribers for the year 2013 was NIS 83 (US\$ 24), a decrease of approximately 14% from NIS 97 in 2012. The decrease mainly reflected the continued price erosion in the key cellular services including airtime, content, data and roaming services, due to the persistent fierce competition in the cellular market, partially offset by an increase in revenues from wholesale services provided to MVNO's hosted on the Company's network.

The monthly average Minutes of Use per subscriber (MOU) for cellular subscribers in 2013 was 522 minutes, an increase of 16% from 450 minutes in 2012. This increase largely reflected the continued increase in the proportion of cellular subscribers with bundled packages that include large or unlimited quantities of minutes. In view of this trend, we believe that reporting MOU is no longer relevant to understanding the results of operation, and we therefore will no longer be reporting MOU figures in the future.

The number of active fixed-lines including 012 Smile was approximately 299,000 lines at the end of 2013, compared with approximately 288,000 lines at the end of 2012, an increase of 4%. The ISP subscriber base was approximately 583,000 as of the end of 2013, compared with approximately 587,000 at the end of 2012, a decrease of 1%. Due to market developments in 2013, and in particular the increasing prevalence of bundled offerings in the market, we believe that the numbers of fixed-lines and ISP subscribers no longer provide any meaningful insight into the results of operation, and we therefore will not be reporting them in the future.

In order to mitigate the impact of the competition on the price erosion and decrease in revenues, the Company continued to adjust its cost structure and to implement operational efficiency measures through 2013, which was reflected in a decrease in operating expenses (excluding cost of equipment sold and depreciation & amortization expenses) of NIS 471 million in 2013 compared with 2012. This decrease largely reflected the efficiency savings resulting from the reduction in the Company workforce by approximately one third on an average basis (average of workforce at beginning and end of year), as well as decreases in payments to transmission, communication and content providers and in royalty expenses.

#### **5A.1c Entry into Network Sharing Agreement**

On November 8, 2013, the Company entered into a 15-year network sharing agreement with HOT Mobile, which remains subject to approval by Israeli regulatory authorities. Pursuant to the network sharing agreement, the parties would create a 50-50 joint venture, which would operate and develop a radio access network to be shared by both companies, starting with a pooling of both companies' radio access network infrastructures to create a single pooled radio access network. See "Item 4B.9 Our Network."

According to the provisions of the network sharing agreement, HOT Mobile will pay Partner a onetime amount, which will be paid by the beginning of year 2017, and afterwards each party will bear half of all capital expenditures relating to the shared network. The bearing of the operating costs of the shared network will be according to a pre-determined mechanism, according to which one half of the operating costs will be shared equally by the parties, and one half will be divided according to the relative volume of traffic of each party in the shared network. Partner expects that the network sharing agreement will provide material financial benefits to Partner in terms of both the anticipated upfront payment by HOT Mobile (to be made in January 2017, or earlier if either party exercises its right under the agreement to advance the payment date) and savings in operational expenses and capital investments; however, such financial benefits are dependent on regulatory approval of the agreement without requiring substantial changes, as well as the other factors set forth in the related risk factor. See "Item 3D.2b The network sharing agreement recently entered into by Partner may not provide the anticipated benefits and may lead to unexpected costs."

#### **5A.1d Acquisition of 012 Smile**

On March 3, 2011, the Company completed the acquisition of all of the issued and outstanding shares of 012 Smile Telecom Ltd. ("012 Smile"), from Merhav-Ampal Energy Ltd. ("Ampal"). 012 Smile is an Israeli private company, which provides international long distance services, internet services and local telecommunication fixed-line services (including telephony services using VoB). 012 Smile had revenues of approximately NIS 1,112 million during the 11 months starting February 1, 2010, the date on which 012 Smile's business activities began to operate under a new company.

The purchase price for the acquisition of 012 Smile was NIS 650 million, which included the acquisition of all of the outstanding shares of 012 Smile and a loan from the previous shareholder to 012 Smile. As part of the acquisition, we also guaranteed the bank loans and other bank guarantees, which were provided to 012 Smile, in a total amount of approximately NIS 800 million. According to the purchase agreement, 012 Smile assigned to Ampal the right to receive payments due from a third party in an amount of approximately NIS 40 million.

At the time of the acquisition, the purchase assumed an enterprise value for 012 Smile of approximately NIS 1.45 billion. This included fixed assets, intangible assets of customer relations, brand name, Rights of Use ("ROU") of international transmission cables and goodwill. 012 Smile was financed principally through long term bank loans totaling approximately NIS 500 million that have an index (Israeli consumer price index ("CPI")) linked rate of 3.42% with a final maturity at the end 2019. During 2012, 012 Smile prepaid the current portion of the outstanding linked principal amount of the loan (NIS 31 million), which was due originally on December 31, 2012. As of December 31, 2013, the principal due by 012 Smile, including the CPI adjustment, was NIS 200 million.

*Impairment of Fixed-Line Assets and Goodwill as of December 31, 2011.*

During December 2011, Bezeq International Ltd. completed the installation of an underwater cable between Israel and Italy and began commercial use thereafter. In addition, Tamares Telecom Ltd. was in the final stages of laying another underwater cable which was completed in January 2012, allowing new communication channels between Israel and Western Europe. The additional capacity significantly increased the level of competition in the market for international connectivity services that, until December 2011, had been comprised of a sole monopoly supplier. The increased competition in the market for international connectivity services during the fourth quarter of 2011 that lead to a sharp decline in prices and the Company's expectations for increased competition in the retail ISP market, that would lead to a decrease in prices and market share, indicated the need to perform an impairment test on certain assets of the fixed-line segment. The impairment test as of December 31, 2011, was performed by management with the assistance of an independent assessor, Giza Singer Even Ltd., with the recoverability of the relevant assets being assessed based on value-in-use calculations. As a result of the testing, impairment charges in a total amount of NIS 235 million were recognized for the fixed-line business in 2011:

- a) Trade name by NIS 14 million, recorded in selling and marketing expenses;
- b) Customer relationships by NIS 73 million, recorded in selling and marketing expenses; and
- c) Right of use by NIS 148 million, recorded in the cost of revenues.

In addition, the Company's Management performed, as required, its annual impairment review of goodwill, with the assistance of Giza Singer Even Ltd., again assessing recoverability of fixed-line segment assets based on value-in-use calculations. As a result of the impairment test, the Company recorded an impairment charge to goodwill in respect of the fixed-line business units in the amount of NIS 87 million in 2011. The total impact of the impairment charges on operating profit in 2011 was a reduction of NIS 322 million. The total impact on profit, including the resulting increase in deferred tax assets, net, of NIS 11 million, was a reduction of NIS 311 million.

In addition, the Company recorded an impairment of fixed-line subscriber acquisition costs in the total amount of NIS 27 million in the second half of 2011, following an amendment to the Telecommunications Law which limits subscriber exit fines in the fixed-line market.

*Impairment test of Fixed-Line Goodwill as of December 31, 2012.*

Since the beginning of 2012, management undertook a program to integrate the fixed-line segment structure, which included aggregating all the fixed-line activities of the Group under the responsibility of the Head of Fixed-Line Division. As a result of this integration, the reporting and monitoring structure was aligned with the fixed-line segment, and goodwill, amounting to NIS 407 million at year-end 2012, is now allocated to a single group of CGUs which constitute all the operations of the fixed-line segment.

For the purpose of impairment testing as of December 31, 2012, this group of CGUs represented the lowest level within the Group at which goodwill is monitored by management for internal reporting purposes.

For the purpose of the goodwill impairment test as of December 31, 2012 and thereafter, the recoverable amount was assessed by management with the assistance of an external independent expert, Giza Singer Even. Ltd. based on value-in-use calculations. The value-in-use calculations use pre-tax cash flow projections covering a five-year period. Cash flows beyond the five-year period to be generated from continuing use are extrapolated using estimated growth rates. The growth rates do not exceed the long-term average growth rate of the fixed-line communications services business. The key assumptions used are as follows:

Terminal growth rate	(negative 0.2%)
After-tax discount rate	11.7%
Pre-tax discount rate	15.7%

The impairment test as of December 31, 2012, was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitors' behavior in response to the economic environment may affect the estimate of recoverable amounts. See also Note 2(h) to the consolidated financial statements.

As a result of the impairment test, the Company determined that no goodwill impairment existed as of December 31, 2012, compared to December 31, 2011.

*Impairment test of Fixed-Line Goodwill as of December 31, 2013.*

As explained above, since the beginning of 2012, management undertook a program to integrate the fixed-line segment structure, which included aggregating all the fixed-line activities of the Group under the responsibility of the Head of Fixed-Line Division. As a result of this integration, the reporting and monitoring structure was aligned with the fixed-line segment, and goodwill, amounting to NIS 407 million at year-end 2012, is now allocated to a single group of CGUs which constitute all the operations of the fixed-line segment.

For the purpose of impairment testing as of December 31, 2013, this group of CGUs represented the lowest level within the Group at which goodwill is monitored by management for internal reporting purposes.

For the purpose of the goodwill impairment test as of December 31, 2013, the recoverable amount was assessed by management with the assistance of an external independent expert, Giza Singer Even. Ltd. based on value-in-use calculations. The value-in-use calculations use pre-tax cash flow projections covering a five-year period. Cash flows beyond the five-year period to be generated from continuing use were extrapolated using estimated growth rates. The growth rates do not exceed the long-term average growth rate of the fixed-line communications services business. The key assumptions used are as follows:

Terminal growth rate	(negative 0.3%)
After-tax discount rate	11.7%
Pre-tax discount rate	15.8%

The impairment test as of December 31, 2013, was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitors' behavior in response to the economic environment may affect the estimate of recoverable amounts. See also Note 4(a)(4) and Note 2(h) to the consolidated financial statements.

As a result of the impairment test, the Company determined that no goodwill impairment existed as of December 31, 2013, compared to December 31, 2011.

#### Sensitivity Analysis:

The headroom of the fixed-line segment assets fair value over the book value as of December 31, 2012 and 2013 was approximately 13.6% and approximately 9.5% respectively.

A sensitivity analysis for the recoverable amount as of December 31, 2013, was performed for a change of the after-tax discount rate within the range of  $\pm 10\%$  multiplied by the variable 11.7% (10.53% to 12.87%), assuming all other variables constant. Sensitivity analysis was also performed for a change of the terminal permanent growth rate within the range of  $\pm 1\%$  of the variable minus 0.3% (minus 1.3% to 0.7%), assuming all other variables constant. Based on the results of the sensitivity analysis, we concluded that no impairment charge was required. However, considering an extreme scenario whereby increasing the discount rate above 12.3% and simultaneously decreasing the permanent growth rate below *minus* 0.8% would indicate an impairment.

See Note 13 to the consolidated financial statements included herein.

See also Note 5 to the consolidated financial statements included herein.

#### **5A.1e Agreement for the Upgrade of Our Existing Networks and the Deployment of Fourth Generation Network in Israel**

On October 25, 2010, the Company signed an agreement with LM Ericsson Israel Ltd. ("Ericsson") for the upgrade of its existing networks and the deployment of a fourth generation network in Israel (the "Agreement"). The Agreement includes the upgrade, replacement and the expansion of certain parts of the Company's existing cellular and fixed-line networks and the maintenance of its networks, including enhancement of the Company's abilities with respect to the cellular and fixed-line ISP services it provides. The commercial operation of the fourth generation network by the Company is subject to the allocation of the relevant frequencies by the Ministry of Communications. The term of the Agreement is until December 31, 2014.

The total net amount, following all discounts and settlements, some of which are conditional, that the Company will be required to pay for the capital expenditure and maintenance services is approximately \$100 million (approximately NIS 360(\*) million). Payments will be made in quarterly installments throughout the term of the Agreement. See "Item 5F Aggregate Contractual Obligations". The Company allocates the net amount between capital expenditures and maintenance based on their relative fair values. The amount relating to support and maintenance is approximately \$12 million (NIS 43 million (\*)). The transaction resulted in accelerated depreciation of the replaced equipment, throughout the replacement period, whereas the main impact of the accelerated depreciation was recorded during the year 2011. The Company recorded accelerated depreciation of NIS 16 million in the fourth quarter of 2010 and of NIS 67 million in 2011. The effect of depreciation acceleration in 2012 and 2013 was immaterial. As of December 31, 2011, 2012 and 2013, the depreciated cost of the replaced equipment was approximately NIS 30 million, NIS 4 million and NIS 1 million, respectively.

(\*) The transaction is denominated in USD and translated above into NIS using the exchange rate as of the transaction date October 25, 2010 (1 USD = 3.599 NIS).

#### **5A.1f Bezeq Agreement**

In April 2012, the Company entered into a five-year agreement with Bezeq, the Israel Telecommunication Corp., Ltd., effective as of January 1, 2012, for the supply of transmission services for use in Partner's mobile network. According to the agreement, the minimum annual commitment was NIS 55 million for the year 2012 and will gradually increase to NIS 71 million for the year 2016 due to the increase in the scope of the capacity to be purchased in accordance with the layout agreed upon by the parties. The minimum commitment as of December 31, 2013 is NIS 203 million.

#### **5A.1g Rights of Use Agreement with HOT Mobile**

Partner and HOT Mobile entered into a rights of use agreement, which took effect on November 8, 2013 and is valid until January 4, 2017. Under the rights of use agreement, Partner will provide services to HOT Mobile in the form of rights of use to Partner's radio cellular network in order to supplement HOT Mobile's current network coverage. According to the rights of use agreement, HOT Mobile will pay Partner fixed base payments with additional variable payments based on traffic volume exceeding a defined threshold. The overall impact of the rights of use agreement on Partner's quarterly and annual financial results is difficult to assess at this time, since it will depend on the volume of HOT Mobile's traffic carried by Partner, the market dynamics resulting from HOT Mobile's access to Partner's cellular network, potentially unanticipated costs for fulfilling Partner's obligations under the agreement, and other variables which are not possible to anticipate and quantify accurately.

#### **5A.1h New Principal Shareholder**

On January 29, 2013 the Company announced the closing of the transaction between Scailex and S.B. Israel Telecom, an affiliate of Saban Capital Group, pursuant to which Scailex sold and transferred to S.B. Israel Telecom approximately 28.82% of the issued and outstanding share capital of Partner. In addition, the Company has been informed by S.B. Israel Telecom that a transaction with Leumi Partners, for the purchase of approximately 2.06% of the issued and outstanding share capital of Partner, was completed with the closing of the transaction between Scailex and S.B. Israel Telecom.

Accordingly, following the consummation of the above transactions, S.B. Israel Telecom holds approximately 30.87% of the issued and outstanding share capital of the Company. In addition, S.B. Israel Telecom and Scailex, which, together with its parent company, still holds approximately 13.95% of Partner issued and outstanding share capital, have signed a shareholders' agreement regarding, among other matters, the exercise of their voting rights and their consent regarding nomination of directors in Partner. See "Item 3D.3a 30.87% of our issued and outstanding shares and voting rights are held by our largest shareholder, who has entered into a shareholders' agreement with our second largest shareholder, whose holdings, when aggregated with those of its parent company, amount to 13.95% of our issued and outstanding shares and voting rights."

#### **5A.1i Significant regulatory developments**

For information regarding developments which have had and may have a significant impact on our operating results, see "Item 3D.1 RISKS RELATING TO THE REGULATION OF OUR INDUSTRY" and "Item 4B.13 Regulation".

#### **5A.1j Revenues**

We derive revenues from both rendering services and selling equipment.

Our principal source of revenues is from the sale of cellular network services to subscribers, primarily network airtime usage fees, and content and data fees (including SMS) as well as interconnect fees from other operators, fees for roaming, services, fees for extended handset warranty and fees from other operators (virtual and network) that use our network to provide services to their customers.

The fixed-line business segment derives revenues from a number of services provided over fixed-line networks including transmission services, international long distance services, PRI lines and SIP trunks for business sector customers, VoB telephony services and ISP services.

Cellular equipment revenues are derived from sales of cellular handsets, datacards, modems, tablets (including WIFI only tablets) and laptops, related equipment, car kits and accessories.

For the fixed-line business segment, equipment revenues include domestic routers, smartboxes and DECT phones, as well as related accessories.

We recognize revenues from network services (cellular, fixed-line and ISP) at the time we provide the service to the subscriber. We recognize revenues from equipment only upon delivery and the transfer of ownership to the subscriber.

#### **5A.1k Cost of Revenues**

The principal components of our cost of revenues are:

- Payments to transmission, communication and content providers
- Cost of handsets, accessories and ISP related equipment
- Depreciation, amortization and impairment charges
- Wages, employee benefits expenses and car maintenance
- Operating lease, rent and overhead expenses
- Network and cable maintenance
- Cost of handling, replacing or repairing handsets
- Car kit installation, IT support, and other operating expenses
- Payments to internet service providers (“ISPs”)
- Amortization of rights of use

#### **5A.1l Selling and Marketing Expenses**

The principal components of our selling and marketing expenses are:

- Wages, employee benefits expenses and car maintenance
- Selling commissions, net
- Advertising and marketing
- Depreciation and amortization and impairment charges
- Operating lease, rent and overhead expenses

#### **5A.1m General and Administrative Expenses**

The principal components of our general and administrative expenses are:

- Wages, employee benefits expenses and car maintenance
- Bad debts and allowance for doubtful accounts
- Professional fees
- Credit card and other commissions
- Depreciation

**5A.1n Other Income, Net**

The principal components of our other income, net, are:

- Unwinding of trade receivables
- Capital gain (loss) from sale of property and equipment

**5A.1o Finance Costs, Net**

The principal components of our finance expenses are:

- Interest expenses
- Linkage expenses to CPI
- Fair value loss from derivative financial instruments, net
- Interest costs in respect of liability for employee rights upon retirement

The principal components of our finance income are:

- Net foreign exchange rate gains
- Interest income from cash equivalents
- Fair value gain from derivative financial instrument, net

**5A.1p Key Cellular Business Indicators (Operating Data)**

Our primary key cellular business indicators are described below. These indicators are widely used in the cellular telephone service industry to evaluate performance.

- Number of subscribers
- Average monthly revenue per subscriber (ARPU)
- Churn rate.

In previous years, the Company also considered Minutes of Use (MOU) to be a key cellular business indicator. However, in view of the continued increase in the proportion of cellular subscribers with bundled packages that include large or unlimited quantities of minutes, the Company believes that reporting MOU is no longer relevant to understanding the results of operation.



## 5A.1q Critical Accounting Estimates and Judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### 5A.1q - i Critical accounting estimates and assumptions

#### (1) Estimating service revenues earned but not yet billed

The Company recognizes service revenues based upon minutes, seconds and packages used, net of credits and adjustments for service discounts. Because the Company's billing cycles use cut-off dates, which for the most part do not coincide with the Company's reporting periods, the Company is required to make estimates for service revenues earned but not yet billed at the end of each reporting period. These estimates are based primarily upon actual unbilled usage of the Company's network by the customers, and also on historical data and trends. Actual billing cycle results may differ from the results estimated at the end of each period depending on subscriber usage and rate plan mix.

#### (2) Assessing the useful lives of assets

The useful economic lives of the Company's assets are an estimate determined by management. The Group defines useful economic life of its assets in terms of the assets' expected utility to the Group. This estimation is based on assumptions of future changes in technology or changes in the Group's intended use of these assets, and experience of the Group with similar assets, and legal or contract periods where relevant. The assets estimated economic useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. See also Note 2 (e) and Note 2(f) to the consolidated financial statements.

#### (3) Assessing the recoverable amount for impairment tests of assets with finite useful economic lives

The Group is required to determine at the end of each reporting period whether there is any indication that an asset may be impaired. If indicators for impairment are identified, the Group estimates the assets' recoverable amount, which is the higher of an asset's fair value less costs to sell and value in use. The value-in-use calculations requires management to make estimates of the projected future cash flows. Determining the estimates of the future cash flows is based on management past experience and best estimate for the economic conditions that will exist over the remaining useful economic life of the CGU. See also Note 2(i) to the consolidated financial statements.

The Company recorded in 2011 an impairment charge to certain assets in an amount of NIS 262 million. No impairment charges were recognized in 2012 and 2013. See note 13 to the consolidated financial statements.

#### (4) Assessing the recoverable amount of goodwill for annual impairment tests

The recoverable amounts of CGUs to which goodwill has been allocated have been determined based on the value-in-use calculations. Determining the estimates of the future cash flows is based on management past experience and management best estimate for the economic conditions.

The Group recorded in 2011 an impairment charge to goodwill in an amount of NIS 87 million. No impairment charges were recognized in 2012 or 2013. See Note 13 to the consolidated financial statements.

The key assumptions used in the December 31, 2013 test are as follows:

Terminal growth rate	(negative 0.3%)
After-tax discount rate	11.7%
Pre-tax discount rate	15.8%

The impairment test as of December 31, 2013 was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitors' behavior in response to the economic environment may affect the estimate of recoverable amounts.

Sensitivity Analysis:

The headroom of the fixed-line segment assets fair value over the book value as of December 31, 2012 and 2013 was approximately 9.5% respectively.

Sensitivity analysis was performed for the recoverable amount as of December 31, 2013, for a change of the after-tax discount rate within the range of  $\pm 10\%$  multiplied by the variable 11.7% (10.53% to 12.87%), assuming all other variables constant. Sensitivity analysis was also performed for a change of the terminal permanent growth rate within the range of  $\pm 1\%$  of the variable minus 0.3% (minus 1.3% to 0.7%), assuming all other variables constant. Results showed that no impairment charge was required. However, considering an extreme scenario whereby increasing the discount rate above 12.3% and simultaneously decreasing the permanent growth rate below *minus* 0.8% would indicate an impairment.

(5) *Assessing allowance for doubtful accounts*

The allowance is established when there is objective evidence that the Group will not be able to collect amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, or delinquency or default in debtor payments are considered indicators that a trade receivable is impaired. The amount of the allowance is determined as a percentage of specific debts doubtful of collection, and taking into consideration the likelihood of recoverability of accounts receivable based on the age of the balances, the Group's historical write-off experience net of recoveries, changes in the credit worthiness of the Group's customers, and collection trends. The trade receivables are periodically reviewed for impairment.

(6) *Considering uncertain tax positions*

The assessment of amounts of current and deferred taxes requires the Group's management to take into consideration uncertainties that its tax position will be accepted and of incurring any additional tax expenses. This assessment is based on estimates and assumptions based on tax laws and the Group's past experience. It is possible that new information will become known in future periods that will cause the final tax outcome to be different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. See also notes 2(q) and 25 to the consolidated financial statements.

5A.1q - ii *Critical judgments in applying the Company's accounting policies*

(1) *Considering the likelihood of contingent losses and quantifying possible settlements:*

Provisions are recorded when a loss is considered probable and can be reasonably estimated. Judgment is necessary in assessing the likelihood that a pending claim or litigation against the Group will succeed, or a liability will arise, quantifying the possible range of final settlement. These judgments are made by management with the support of internal specialists, or with the support of outside consultants such as legal counsel. Because of the inherent uncertainties in this evaluation process, actual results may be different from these estimates.

(2) *Considering sales with multiple deliverables*

The Group made judgments to determine that certain sales of equipment with accompanying services constitute an arrangement with multiple deliverables that are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole, and accordingly, consideration received is allocated to each deliverable based on the relative fair value of the individual element. See also note 2(n)(2) to the consolidated financial statements.

(3) *Determining probability of future utilization of deferred tax assets*

Deferred tax assets are recognized to the extent that their utilization is probable. The utilization of deferred tax assets will depend on whether it is probable that sufficient and suitable taxable profits will be available in the future, against which the reversal of the temporary differences can be deducted, taking into account any legal restrictions on the length of loss-carryforward period. Various factors are used to assess the probability of the future utilization of deferred tax assets, including past operating results, operational plans, loss-carryforward periods, and tax planning strategies. See also note 25 to the consolidated financial statements.

	New Israeli Shekels			
	Year ended December 31, 2013			
	In millions			
	Cellular segment	Fixed-line segment	Elimination	Consolidated
Segment revenue - Services	2,876	908		3,784
Inter-segment revenue - Services	31	177	(208)	
Segment revenue - Equipment	703	32		735
<b>Total revenues</b>	<b>3,610</b>	<b>1,117</b>	<b>(208)</b>	<b>4,519</b>
Segment cost of revenues - Services	2,070	747		2,817
Inter-segment cost of revenues - Services	175	33	(208)	
Segment cost of revenues - Equipment	664	29		693
<b>Cost of revenues</b>	<b>2,909</b>	<b>809</b>	<b>(208)</b>	<b>3,510</b>
<b>Gross profit</b>	<b>701</b>	<b>308</b>		<b>1,009</b>
Operating expenses	544	135		679
Other income, net	77	2		79
<b>Operating profit</b>	<b>234</b>	<b>175</b>		<b>409</b>
Adjustments to presentation of Adjusted EBITDA				
- Depreciation and amortization	545	155		700
- Other	5	*		5
<b>Adjusted EBITDA</b>	<b>784</b>	<b>330</b>		<b>1,114</b>
Reconciliation of Adjusted EBITDA to profit before income tax				
- Depreciation and amortization				700
- Finance costs, net				211
- Other				5
<b>Profit before income tax</b>				<b>198</b>

\* Representing an amount less than 1 million.

New Israeli Shekels				
Year ended December 31, 2012				
In millions				
	Cellular segment	Fixed-line segment	Elimination	Consolidated
Segment revenue - Services	3,564	1,076		4,640
Inter-segment revenue - Services	28	134	(162)	
Segment revenue - Equipment	896	36		932
<b>Total revenues</b>	<b>4,488</b>	<b>1,246</b>	<b>(162)</b>	<b>5,572</b>
Segment cost of revenues - Services	2,351	861		3,212
Inter-segment cost of revenues- Services	134	28	(162)	
Segment cost of revenues - Equipment	787	32		819
<b>Cost of revenues</b>	<b>3,272</b>	<b>921</b>	<b>(162)</b>	<b>4,031</b>
<b>Gross profit</b>	<b>1,216</b>	<b>325</b>		<b>1,541</b>
Operating expenses	584	203		787
Other income, net	110	1		111
<b>Operating profit</b>	<b>742</b>	<b>123</b>		<b>865</b>
Adjustments to presentation of Adjusted EBITDA				
– Depreciation and amortization	562	164		726
– Other	10	1		11
<b>Adjusted EBITDA</b>	<b>1,314</b>	<b>288</b>		<b>1,602</b>
Reconciliation of Adjusted EBITDA to profit before income tax				
- Depreciation and amortization				726
- Finance costs, net				234
- Other				11
<b>Profit before income tax</b>				<b>631</b>

**Revenues.** Total revenues in 2013 were NIS 4,519 million (US\$ 1,302 million), a decrease of 19% from NIS 5,572 million in 2012.

*Revenues from services.* Annual service revenues totaled NIS 3,784 million (US\$ 1,090 million) in 2013, decreasing by 18% from NIS 4,640 million in 2012.

*Revenues from equipment.* Equipment revenues in 2013 totaled NIS 735 million (US\$ 212 million), a decrease of 21% compared with NIS 932 million in 2012. The decrease was due to a significant decrease in the number of sales of cellular devices, partially offset by an increase in the average sales price which largely reflected a higher proportion of sales of high end smartphones (in particular iPhones and Samsung Galaxy) and tablets.

*Gross profit from equipment sales.* The gross profit from equipment sales in 2013 was NIS 42 million (US\$ 12 million), compared with NIS 113 million in 2012, a decrease of 63%, reflecting both the lower number of sales and lower profit margins following the heightened competition in the handset market from independent importers and distributors.

*Operating expenses.* Operating expenses ("Opex", including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization) totaled NIS 2,791 million (US\$ 804 million) in 2013, a decrease of 14% or NIS 471 million from 2012, largely reflecting the efficiency savings resulting from the reduction in the Company workforce by approximately one third on an average basis (average of workforce at beginning and end of year), as well as a decrease in transmission expenses, payments to content and communications providers, royalties to the State and other expenses. Including depreciation and amortization expenses, Opex in 2013 decreased by 13% compared with 2012. See also Note 22 to our consolidated financial statements.

*Operating profit.* Operating profit for 2013 was NIS 409 million (US\$ 118 million), a decrease of 53% compared with NIS 865 million in 2012.

*Finance costs, net.* Finance costs, net in 2013 were NIS 211 million (US\$ 61 million), a decrease of 10%, compared with NIS 234 million in 2012. The decrease was mainly due to a decrease in interest expenses resulting from the lower level of average debt, together with foreign exchange gains, partially offset by early loan repayment fines of NIS 17 million in 2013 and by higher CPI linkage expenses as a result of the larger increase in the CPI level in 2013 compared with 2012.

*Profit before income tax.* Profit before income taxes for 2013 was NIS 198 million (US\$ 57 million), a decrease of 69% from NIS 631 million in 2012.

*Income taxes on profit.* Income taxes on profit for 2013 were NIS 63 million (US\$ 18 million), a decrease of 59% from NIS 153 million in 2012.

The effective tax rate for 2013 was 32%, compared with 24% in 2012. The increase in the effective tax rate was mainly due to the higher percentage of unrecognized expenses than in last year, due to the decline in profit before tax.

See also Note 25 (b) to our consolidated financial statements.

*Profit.* Profit for 2013 was NIS 135 million (US\$ 39 million), a decrease of 72% compared with 2012. Based on the weighted average number of shares outstanding during 2013, basic earnings per share or ADS, was NIS 0.87 (US\$ 0.25), a decrease of 72% compared to NIS 3.07 in 2012.

*Adjusted EBITDA.* Adjusted EBITDA in 2013 totaled NIS 1,114 million (US\$ 321 million), a decrease of 30% from NIS 1,602 million in 2012. As a percentage of total revenues, Adjusted EBITDA in 2013 was 25%, compared with 29% in 2012.

*Adjusted EBITDA as reviewed by the Chief Operating Decision Maker ("CODM").* represents earnings before interest (finance costs, net), taxes, depreciation, amortization (including amortization of intangible assets, deferred expenses-right of use, and share based compensation expenses) and impairment charges, as a measure of operating profit. Adjusted EBITDA is not a financial measure under IFRS and may not be comparable to other similarly titled measures for other companies. Adjusted EBITDA may not be indicative of the Company's historic operating results nor is it meant to be predictive of potential future results. We use the term "Adjusted EBITDA" to highlight the fact that amortization includes amortization of deferred expenses – right of use and employee share-based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods.

#### **5A.2a Cellular Services Business Segment**

*Total Revenues.* Total revenues for the cellular segment in 2013 were NIS 3,610 million (US\$ 1,040 million), a decrease of 20% from NIS 4,488 million in 2012.

*Revenues from services.* Service revenues for the cellular segment in 2013 were NIS 2,907 million (US\$ 838 million), decreasing by 19% from NIS 3,592 million in 2012. The decrease was mainly a result of the price erosion of Post-Paid and Pre-Paid cellular services, following increased competition due to the activity of new competitors (new operators and MVNOs), and the transfer of existing customers to "unlimited plans" since May 2012. The decrease also reflected the lower Post-Paid cellular subscriber base which was approximately 3.5% lower on an average basis (average of subscriber base at beginning and end of year) in 2013 compared with 2012, as well as lower roaming services revenues, as a result of price erosion in roaming services.

Pre-paid cellular subscribers contributed service revenues in a total amount of approximately NIS 360 million (US\$ 104 million) in 2013, a decrease of 24% from approximately NIS 475 million in 2012, as a result of the price erosion in pre-paid services and the decrease in the number of pre-paid subscribers.

*Revenues from equipment.* Revenues from cellular equipment sales in 2013 totaled NIS 703 million (US\$ 203 million), decreasing by 22% from NIS 896 million in 2012. The decrease was due to a significant decrease in the number of sales of cellular devices, partially offset by an increase in the average sales price which largely reflected a higher proportion of sales of high end smartphones (in particular iPhones and Samsung Galaxy) and tablets.

*Gross profit from equipment sales.* The gross profit from cellular equipment sales in 2013 was NIS 39 million (US\$ 11 million), compared with NIS 109 million in 2012, a decrease of 64%, reflecting both the lower number of sales and lower profit margins following the heightened competition in the handset market from independent importers and distributors.

*Operating expenses.* Operating expenses for the cellular segment (including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization expenses) totaled NIS 2,239 million (US\$ 645 million) in 2013, a decrease of 10% or NIS 258 million from 2012, largely reflecting the efficiency savings resulting from the reduction in the salaries and related workforce expenses, as well as a decrease in payments to content and communications providers, royalty expenses due to the State and in the cost of handling, replacing or repairing handsets. See also Note 22 to our consolidated financial statements. Including depreciation and amortization expenses, operating expenses decreased by 11%.

*Cost of service revenues.* The cost of service revenues (excluding inter-segment costs) decreased by 12% from NIS 2,351 million in 2012 to NIS 2,070 million (US\$ 596 million) in 2013, largely as a result of the decrease in salaries and related expenses as well as decreases in payments to content providers, royalty expenses due to the State (as a result of the royalty rate of 0% for 2013 compared with 1.3% for 2012), and the cost of handling, replacing or repairing handsets. See also Note 22 to our consolidated financial statements.

*Selling, marketing, general and administration expenses.* Selling, marketing, general and administration expenses for the cellular segment in 2013 amounted to NIS 544 million (US\$ 157 million), decreasing by 7% from NIS 584 million in 2012. The decrease mainly reflected decreases in salaries and related expenses, as well as decreases in credit card and other commissions and in marketing and advertising expenses. See also Note 22 to our consolidated financial statements.

*Operating profit.* Overall, operating profit for the cellular segment in 2013 was NIS 234 million (US\$ 67 million), decreasing by 68% compared with NIS 742 million in 2012, largely reflecting the impact of the decrease in service revenues, partially offset by the reduction of operating expenses, as described above.

*Adjusted EBITDA.* Adjusted EBITDA for the cellular segment was NIS 784 million (US\$ 226 million) in 2013, decreasing by 40% from NIS 1,314 million in 2012, largely reflecting the impact of the decrease in service revenues, partially offset by the reduction of operating expenses, as described above. As a percentage of total cellular revenues, Adjusted EBITDA for the cellular segment in 2013 was 22%, compared with 29% in 2012.

#### **5A.2b Fixed-Line Services Business Segment**

*Total revenues.* Total Revenues in 2013 for the fixed-line segment were NIS 1,117 million (US\$ 322 million), a decrease of 10% compared with NIS 1,246 million in 2012.

*Revenues from services.* Service revenues for the fixed-line segment totaled NIS 1,085 million (US\$ 313 million) in 2013, a decrease of 10% compared with NIS 1,210 million in 2012. The decrease mainly reflected price erosion in fixed-line services including local fixed-lines, international calls and internet services. The price erosion resulted from increased competition in the various fixed-line markets, arising from in the popularity of bundles that include cellular services together with fixed-line services at heavily discounted prices, and the increasingly competitive market for international calls.

*Revenues from equipment.* Revenues from equipment sales in the fixed-line segment in 2013 totaled NIS 32 million (US\$ 9 million), compared with NIS 36 million in 2012.

*Operating expenses.* Operating expenses for the fixed-line segment (including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization and impairment charges) totaled NIS 760 million (US\$ 219 million) in 2013, a decrease of 18% or NIS 167 million from 2012. The decrease largely reflected the efficiency savings resulting from the reduction in salaries and related workforce expenses, as well as a decrease in transmission costs, network maintenance expenses and in payments to internet service providers (ISP). See also Note 22 to our consolidated financial statements. Including depreciation and amortization expenses, operating expenses decreased by 16%.

*Cost of service revenues.* The cost of service revenues (excluding inter-segment costs) for the fixed-line segment decreased by 13% from NIS 861 million in 2012, to NIS 747 million (US\$ 215 million) in 2013. The decrease was largely due to lower salaries and related workforce expenses, as well as decreases in transmission costs, network maintenance expenses and in payments to internet service providers (ISP). See also Note 22 to our consolidated financial statements.

*Selling, marketing, general and administration expenses.* Selling, marketing, general and administration expenses for the fixed-line segment in 2013 amounted to NIS 135 million (US\$ 39 million), a decrease of 33% from NIS 203 million in 2012. This mainly reflected lower salaries and related workforce expenses as well as a decrease in operating lease, rent and overhead expenses and in marketing and advertising expenses. See also Note 22 to our consolidated financial statements.

*Operating profit.* Operating profit for the fixed-line segment was NIS 175 million (US\$ 50 million) in 2013, an increase of 42% compared to NIS 123 million in 2012. The increase in operating profit reflected the impact of the efficiency measures which reduced operating expenses over the period, partially offset by the decrease in service revenues.

*Adjusted EBITDA.* Adjusted EBITDA for the fixed-line segment increased by 15% from NIS 288 million in 2012 to NIS 330 million (US\$ 95 million) in 2013, reflecting the reduction of operating expenses partially offset by the decrease in service revenues. As a percentage of total fixed-line revenues, Adjusted EBITDA for the fixed-line segment in 2013 was 30%, compared with 23% in 2012.

5A.3 RESULTS OF CONSOLIDATED OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2012, COMPARED TO THE YEAR ENDED DECEMBER 31, 2011

The consolidation of 012 Smile into Partner's financial results following its acquisition on March 3, 2011, had a significant impact on the results of the fixed-line segment, as set forth below, but did not affect the results of the cellular segment.

	New Israeli Shekels			
	Year ended December 31, 2011			
	In millions			
	Cellular segment	Fixed-line segment	Elimination	Consolidated
Segment revenue – Services	4,219	1,005		5,224
Inter-segment revenue – Services	29	122	(151)	
Segment revenue – Equipment	1,748	26		1,774
<b>Total revenues</b>	<b>5,996</b>	<b>1,153</b>	<b>(151)</b>	<b>6,998</b>
Segment cost of revenues – Services	2,601	969		3,570
Inter-segment cost of revenues- Services	122	29	(151)	
Segment cost of revenues – Equipment	1,379	29		1,408
Cost of revenues	4,102	1,027*	(151)	4,978
Gross profit	1,894	126		2,020
Operating expenses	712	290*		1,002
Impairment of goodwill		87		87
Other income, net	105			105
Operating profit (loss)	1,287	(251)		1,036
Adjustments to presentation of Adjusted EBITDA				
– Depreciation and amortization	590	182		772
– Impairment of intangible assets, deferred expenses and goodwill		349		349
– Other (mainly employee share based compensation expenses)	19	2		21
Adjusted EBITDA	1,896	282		2,178
Reconciliation of Adjusted EBITDA to profit before tax				
- Depreciation and amortization				772
- Impairment of intangible assets, deferred expenses and goodwill				349
- Finance costs, net				294
- Other (mainly employee share based compensation expenses)				21
Profit before income tax				742

\*Including impairment charges, see Note 13 to the consolidated statements.



On March 3, 2011, Partner concluded the acquisition of 012 Smile, an Israeli operator of international telecommunications services and local fixed-line services and a provider of internet services. The consolidated results of 2011 therefore include the results of 012 Smile from March 3, 2011, forward.

**Revenues.** Total revenues in 2012 were NIS 5,572 million, a decrease of 20% from NIS 6,998 million in 2011.

**Revenues from services.** Annual service revenues totaled NIS 4,640 million in 2012, decreasing by 11% from NIS 5,224 million in 2011. Service revenues for the cellular segment in 2012 were NIS 3,592 million, decreasing by 15% from NIS 4,248 million in 2011. The decrease was mainly a result of the intense price erosion of cellular services including voice and data services, following the entry of new competitors (new operators and MVNO's) in the first half of the year, as well as the continued decrease in revenues from roaming services. The decrease also reflected the lower post-paid cellular subscriber base which decreased by approximately 4% on an average basis over 2011.

Service revenues for the fixed-line segment reached NIS 1,210 million in 2012, an increase of 7% compared with NIS 1,127 million in 2011. The increase largely reflected the contribution of 012 Smile to the Company's results for the full year in 2012, compared to only ten months in 2011 (from the date of acquisition in March 2011). The impact of 012 Smile's contribution was partially offset by price erosion in fixed-line services due to tougher competitive market conditions, and a gradual decrease in the average number of internet service subscribers over the period.

**Revenues from equipment.** Equipment revenues in 2012 totaled NIS 932 million, a decrease of 47% compared with NIS 1,774 million in 2011. The decrease largely reflected a significant decrease of approximately 50% in the quantity of cellular equipment sold, reflecting increased competition from independent importers and distributors, the impact of the Company's strategy to require more stringent payment terms, a general decrease in market demand, and an end to the use of special discounts for customers with new handsets.

**Operating expenses.** Operating expenses (including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization expenses) totaled NIS 3,262 million in 2012, a decrease of 7% or NIS 255 million from 2011, largely reflecting the series of efficiency measures undertaken over 2011, and in particular the reduction of the workforce by approximately 40% over the period. See also Note 22 to our consolidated financial statements. The decrease was despite the full-year contribution of 012 Smile in 2012 compared with only a ten-month contribution in 2011.

**Operating profit.** Operating profit for 2012 was NIS 865 million, a decrease of 17% compared with reported operating profit for 2011 including an impairment charge impact of NIS 322 million (related to certain fixed-line assets). The decrease amounted to 36% when compared with operating profit before the impact of the impairment.

**Finance costs, net.** Finance costs, net in 2012 were NIS 234 million, a decrease of 20% compared with NIS 294 million. The decrease was mainly due to the lower level of average debt in 2012 compared with 2011, together with a lower level of expenses linked to changes in the consumer price index ("CPI") of 1.4% over 2012 compared with 2.6% over 2011.

**Profit before income tax.** Profit before income taxes for 2012 was NIS 631 million, a decrease of 15% from NIS 742 million in 2011.

**Income taxes on profit.** Income taxes on profit for 2012 were NIS 153 million, a decrease of 49% from NIS 299 million in 2011.

The effective tax rate for 2012 was 24%, compared with 29% in 2011 (before the impact of the impairment). The decrease in the tax rate as above was mainly due to the utilization of previously unrecognized tax losses and other temporary differences against taxable income.

See also Note 25 (b) to our consolidated financial statements for 2012.

*Profit.* Profit in 2012 was NIS 478 million, an increase of 8% compared with reported profit in 2011 of NIS 443 million, including the impact of the impairment in the amount of NIS 311 million, and a decrease of 37% compared with profit in 2011 before the impact of the impairment. Based on the weighted average number of shares outstanding during 2012, basic earnings per share or ADS, was NIS 3.07, an increase of 8% compared to NIS 2.85 in 2011.

*Adjusted EBITDA.* Annual Adjusted EBITDA totaled NIS 1,602 million in 2012, a decrease of 26% from NIS 2,178 million in 2011. Adjusted EBITDA for the cellular segment was NIS 1,314 million in 2012, decreasing by 31% from NIS 1,896 million in 2011, reflecting the impact of the reduction in service revenues and in gross profit from equipment revenues, partially offset by the reduction in operating expenses (including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization), as described above. Adjusted EBITDA for the fixed-line segment in 2012 was NIS 288 million, an increase of 2% from NIS 282 million in 2011, reflecting the reduction in operating expenses and the impact of the full-year contribution of 012 Smile in 2012 compared with only ten months in 2011, partially offset by the reduction in service revenues.

*Adjusted EBITDA as reviewed by the Chief Operating Decision Maker ("CODM"), represents earnings before interest (finance costs, net), taxes, depreciation, amortization (including amortization of intangible assets, deferred expenses-right of use, and share based compensation expenses) and impairment charges, as a measure of operating profit. Adjusted EBITDA is not a financial measure under IFRS and may not be comparable to other similarly titled measures for other companies. Adjusted EBITDA may not be indicative of the Company's historic operating results nor is it meant to be predictive of potential future results. We use the term "Adjusted EBITDA" to highlight the fact that amortization includes amortization of deferred expenses – right of use and employee share-based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods. For a reconciliation of Adjusted EBITDA with our audited financial data, see Note 6 to the consolidated financial statements for 2013 included in this annual report.*

### **5A.3a Cellular Services Business Segment**

*The impairment charge on fixed-line assets in 2011 did not have any impact on the results for the cellular segment.*

*Total Revenues.* Total revenues for the cellular segment in 2012 were NIS 4,488 million, a decrease of 25% from NIS 5,996 million in 2011.

*Revenues from services.* Annual service revenues for the cellular segment were NIS 3,592 million in 2012, decreasing by 15% from NIS 4,248 million in 2011. The decrease was mainly a result of the intense price erosion of cellular services including voice and data services, following the entry of new competitors (MVNO's and new operators) and the offering of "unlimited plans" in the first half of the year, as well as the continued decrease in revenues from roaming services. The decrease also reflected the lower post-paid cellular subscriber base, which decreased by approximately 4% on an average basis over the past year.

Pre-paid subscribers contributed service revenues in a total amount of approximately NIS 475 million in 2012, a decrease of 5% from approximately NIS 500 million in 2011, as a result of the price erosion and the decrease in the number of pre-paid subscribers.

Revenues from cellular data and content services excluding SMS in 2012 totaled NIS 559 million, a decrease of 16% compared with NIS 666 million in 2011. The decrease mainly reflected the price erosion of data and content services including browsing and other services, the lower post-paid subscriber base, and the impact of new consumer protection regulations in 2011 which led to a reduction in content service revenues.

SMS service revenues, on an allocated basis as explained below, totaled NIS 433 million in 2012, a decrease of 5% compared with NIS 456 million in 2011.

Since approximately two-thirds of outgoing airtime, content and data (including SMS) revenues is derived from customers who subscribe to bundled packages which include airtime, data and SMS, the separate reporting of data and content service revenues relies heavily on the allocation methodology and application of those revenues between the different services offered in the bundled packages. Furthermore, the proportion of customers with unlimited packages which offer unlimited use of voice and SMS, as well as certain browsing volumes, continues to rise, and this trend is expected to continue. The Company therefore concluded that the separate reporting of content and SMS revenues was no longer beneficial to understanding the Company's results of operation, and did not provide this breakdown in future discussions of its results.

*Revenues from equipment.* Revenues from cellular equipment sales in 2012 totaled NIS 896 million, decreasing by 49% from NIS 1,748 million in 2011. The decrease largely reflected a significant decrease of approximately 50% in the quantity of cellular equipment sold, reflecting increased competition from independent handset importers and distributors, the impact of the Company's strategy to require more stringent payment terms, a general decrease in market demand, and an end to the use of special discounts for customers with new handsets.

*Gross profit from equipment.* The gross profit from cellular equipment sales in 2012 was NIS 109 million, compared with NIS 369 million in 2011, a decrease of 70%. This was mainly due to the lower quantity of cellular equipment sales, as well as a decrease in the profit achieved per sale, reflecting the increased competition in the handset market.

*Operating expenses.* Operating expenses for the cellular segment (including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization expenses) totaled NIS 2,497 million in 2012, a decrease of 12% or NIS 329 million from 2011. See also Note 22 to our consolidated financial statements. Including depreciation and amortization expenses, operating expenses decreased by 11%.

*Cost of service revenues.* The cost of service revenues (excluding inter-segment costs) decreased by 10% from NIS 2,601 million in 2011 to NIS 2,351 million in 2012, largely as a result of (i) the decrease in payroll and related expenses following the reduction in the level of workforce and other efficiency measures, (ii) lower royalty expenses due to the State (as a result of lower service revenues combined with the lower royalty rate of 1.3% for 2012, compared with 1.75% for 2011), and (iii) lower payments to content suppliers. See also Note 22 to our consolidated financial statements.

*Selling, marketing, general and administration expenses.* Selling, marketing, general and administration expenses for the cellular segment in 2012 amounted to NIS 584 million, decreasing by 18% from NIS 712 million in 2011. The decrease mainly reflected decreases in payroll and related expenses following the reduction in the level of workforce and other efficiency measures taken, lower selling commissions and a decrease in marketing and advertising expenses. See also Note 22 to our consolidated financial statements.

*Operating profit.* Overall, operating profit for the cellular segment in 2012 was NIS 742 million, decreasing by 42% compared with NIS 1,287 million in 2011, reflecting the impact of the reduction in service revenues and in gross profit from equipment revenues, partially offset by the reduction in operating expenses, as described above. The impairment recorded in 2011 did not impact the results of the cellular segment.

*Adjusted EBITDA.* Adjusted EBITDA for the cellular segment totaled NIS 1,314 million in 2012, a decrease of 31% from NIS 1,896 million in 2011, again reflecting the impact of the reduction in service revenues and in gross profit from equipment revenues, partially offset by the reduction in operating expenses, as described above. As a percentage of total cellular revenues, Adjusted EBITDA in 2012 was 29%, compared with 32% in 2011.

#### **5A.3b Fixed-Line Services Business Segment**

*Total revenues.* Total Revenues in 2012 for the fixed-line segment reached NIS 1,246 million, an increase of 8% compared with NIS 1,153 million in 2011.

*Revenues from services.* Service revenues for the fixed-line segment reached NIS 1,210 million in 2012, an increase of 7% compared with NIS 1,127 million in 2011. The increase largely reflects the contribution of 012 Smile to the Company's results for a full year in 2012, compared with only ten months in 2011 (from the date of acquisition in March 2011). The impact of 012 Smile's contribution was partially offset by price erosion in fixed-line services due to tougher competitive market conditions, and a gradual decrease in the average number of internet service subscribers over the period.

*Revenues from equipment.* Revenues from equipment sales in the fixed-line segment in 2012 totaled NIS 36 million, compared with NIS 26 million in 2011.

*Operating expense.* Operating expenses for the fixed-line segment (including cost of service revenues, selling, marketing and administrative expenses and excluding depreciation and amortization and impairment charges) totaled NIS 927 million in 2012, an increase of 10% or NIS 85 million from 2011. The increase was explained by the full-year contribution of 012 Smile in 2012 compared with only a 10 month contribution in 2011. See also Note 22 to our consolidated financial statements. Including depreciation and amortization expenses but excluding the impact of the impairment, operating expenses increased by 4%.

*Cost of service revenue.* The cost of service revenues (excluding inter-segment costs) for the fixed-line segment increased by 5% from NIS 821 million in 2011, before the impact of the impairment, to NIS 861 million in 2012. The increase was largely due to the full-year contribution of 012 Smile in 2012 compared with the ten-month contribution in 2011, and was partially offset by a decrease in depreciation and amortization expenses following the impairment, as well as lower infrastructure expenses. See also Note 22 to our consolidated financial statements.

*Selling, marketing, general and administration expenses.* Selling, marketing, general and administration expenses for the fixed-line segment in 2012 amounted to NIS 203 million, unchanged from 2011 before the impact of the impairment. This was despite the full-year contribution of 012 Smile in 2012 compared with the ten-month contribution in 2011, and mainly reflected lower payroll and related expenses. See also Note 22 to our consolidated financial statements.

*Impairment loss for goodwill.* In 2011, we recorded an impairment charge to goodwill related to the fixed-line segment in the amount of NIS 87 million.

*Operating profit.* Operating profit for the fixed-line segment was NIS 123 million in 2012, an increase of 73% compared to NIS 71 million in 2011, excluding the impact of the impairment (reported operating loss in 2011 was NIS 251 million and included the impact of impairment in the amount of NIS 322 million). The increase in operating profit, (excluding the impact of the impairment), reflected principally the impact of the efficiency measures which reduced operating expenses over the period, as well the impact of the full-year contribution of 012 Smile in 2012 compared with only ten months in 2011.

*Adjusted EBITDA.* Adjusted EBITDA for the fixed-line segment in 2012 was NIS 288 million, an increase of 2% from NIS 282 million in 2011, mainly reflecting the reduction in operating expenses, partially offset by the reduction in service revenues. The Adjusted EBITDA margin for the fixed-line segment in 2012 was 23% of total fixed-line segment revenues, compared with 24% in 2011.

#### 5A.4 SEASONALITY

Our service revenues and profitability show some seasonal trends over the year, but the overall impact is not material. For cellular subscribers in plans which charge according to usage, airtime minutes and consequently airtime revenues are affected by the number of monthly work days and daylight hours in the day, which varies throughout the year. In addition, airtime revenues for such subscribers are lower in February, which is a shorter than average month. However, due to the increased penetration of bundled plans which offer fixed or unlimited amounts of airtime SMS usage, the impact of such effects has significantly decreased over the last year. In addition, revenues from roaming services tend to fluctuate according to the timing of the Jewish holiday periods and season, with higher revenues generally recorded in the summer months as a result of roaming charges from increased travel abroad by subscribers and from foreign roamers using our network. There is no assurance that these trends will continue in the future.

NIS in millions	Three months ended			
	March 31	June 30	Sept. 30	Dec. 31
<b>Service Revenues</b>				
<b>2011</b>	1,212	1,360	1,366	1,286
<b>2012</b>	1,241	1,213	1,150	1,036
<b>2013</b>	961	950	951	922

## 5A.5 IMPACT OF EXCHANGE RATE FLUCTUATIONS AND INFLATION

Substantially all of our revenues and a majority of our operating expenses are denominated in shekels. However, in recent years, between one fifth and one quarter of our operating expenses (excluding depreciation), including a substantial majority of our handset purchases, were linked to non-shekel currencies, mainly the US dollar. These expenses related principally to the acquisition of handsets, where the price paid by us is based mainly on US dollars. In addition, a substantial amount of our capital expenditures (including with respect to our networks) are incurred in, or linked to, non-shekel currencies, mainly the US dollar. See "ITEM 11 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK".

Our Notes payable series B, C and our bank borrowings in a total principal amount of NIS 1,799 million as of December 31, 2013, are currently in shekels and are linked to the CPI. If the CPI increases, we may not be permitted to raise our tariffs in a manner that would fully compensate for any increase in our finance expenses. In 2013, the CPI increased 1.9 %, causing expenses of NIS 46 million in our finance costs, net, compared to a CPI increase of 1.4% in 2012, which caused finance expenses of NIS 35 million. The CPI for each month is published on the 15th day of the following month; references above to the annual change in CPI for a given year is the change from the CPI published on the 15th day of December of the preceding year to the CPI published on the 15th day of December of the relevant year, which for the purposes of this annual report, covers the twelve months beginning January 1 through December 31 of the year in question.

## 5B. Liquidity and Capital Resources

The discussion below first describes our financial indebtedness (Notes payable, long-term bank loans and total financial debt) and capital expenditures, then our dividend payments, and finally our main sources of liquidity.

### 5B.1 NOTES PAYABLE

*Series B Notes due 2016.* On November 29, 2009 the Company issued to Israeli institutional investors approximately NIS 448 million of Series B notes through a private placement in Israel. The notes are linked (principal and interest) to changes in the Israeli consumer price index (CPI). The principal amount of Series B notes is repayable in four equal annual installments between 2013 and 2016 and bears interest at an annual rate of 3.4%. The interest is payable on a semi-annual basis. The Notes have been rated ilAA-, on a local scale, by Standard & Poor's Maalot.

Members of our Board of Directors and senior management may have purchased a portion of the Series B Notes due 2016 through stock exchange transactions.

The table below sets forth the payments of principal to be made on our Series B Notes due 2016, linked to the CPI at December 31, 2013.

	<u>NIS in millions</u>
<b>Principal payments due in:</b>	
2014	122
2015	122
2016	122
<b>Total</b>	<b>366</b>

*Series C Notes due 2018.* On April 25, 2010, the Company issued to the public in Israel approximately NIS 200 million of unsecured non-convertible Series C Notes through a public offering in Israel. The notes are linked (principal and interest) to increases in the Israeli CPI for the month of March 2010. The principal amount of Series C Notes is repayable in three equal annual installments between 2016 and 2018 and bears interest at an annual rate of 3.35%. The interest is payable on a semi-annual basis. The Series C Notes due 2018 are listed on the TASE, and members of our Board of Directors and senior management may have purchased a portion of the Series C Notes due 2018 through stock exchange transactions.

On February 24, 2011, it was agreed with classified institutional investors in Israel that the Company would issue in a private placement an additional principal amount of approximately NIS 444 million of Series C Notes (the "Additional Notes"). The terms of the Additional Notes are identical to the terms of the currently outstanding Series C Notes previously issued to the public pursuant to the Shelf Offering Report and the Shelf Prospectus. Pursuant to our agreement with classified institutional investors in Israel, the Additional Notes were issued to such investors for an aggregate consideration of approximately NIS 463 million, representing a price of NIS 1.043 per NIS 1 principal amount of the Additional Notes. The value of the principal issued, including CPI linkage difference and accumulated interest to be paid to that date was approximately NIS 463 million. The Additional Notes were issued on March 1, 2011 and were consequently listed for trading on the TASE. The Notes have been rated iAA-, on a local scale, by Standard & Poor's Maalot.

The table below sets forth the payments of principal to be made on our Series C due Notes 2018, linked to the CPI at December 31, 2013.

	<b>NIS in millions</b>
<b>Principal payments due in:</b>	
2016	235
2017	234.5
2018	234.5
<b>Total</b>	<b>704</b>

*Series D Notes due 2021.* On April 25, 2010, the Company issued to the public in Israel approximately NIS 400 million of unsecured non-convertible Series D Notes through a public offering in Israel. The principal amount of Series D Notes is repayable in five equal annual installments between 2017 and 2021 and is not linked to the CPI. The Series D Notes bear a floating interest that is based on the yield of 12 month government bonds ('Makam') issued by the government of Israel and updated quarterly plus additional annual interest of 1.2%. The interest is payable quarterly. The interest rates which applied to interest paid for 2012 and 2013 (in annual terms, and including the additional interest rate of 1.2%) were as follows: from December 31, 2011 to March 30, 2012: 3.73%; from March 31, 2012 to June 30, 2012: 3.80%; from July 1, 2012 to September 30, 2012: 3.39%; from October 1, 2012 to December 30, 2012: 3.41%; from December 31, 2012 to March 30, 2013: 2.95%; from March 31, 2013 to June 30, 2013: 2.85%; from July 1, 2013 to September 30, 2013: 2.44%; from October 1, 2013 to December 30, 2013: 2.26%. The Series D Notes due 2021 are listed for trading on the TASE.

On May 4, 2011, the Company issued an additional NIS 146 million in principal amount of Series D Notes in a public offering in Israel (the "Additional Notes"). The terms of the Additional Notes are identical to the terms of the previously issued outstanding Series D Notes. The Additional Notes were issued with a price per unit (each unit comprised of NIS 1,000 par value) of NIS 992. The Additional Notes were listed for trading on the TASE. The Notes have been rated iAA-, on a local scale, by Standard & Poor's Maalot.

Members of our Board of Directors and senior management may have purchased a portion of the Series D Notes due 2021 through stock exchange transactions.

The table below sets forth the payments of principal to be made on our Notes Series D due 2021, as of December 31, 2013.

	<b>NIS in millions</b>
<b>Principal payments due in:</b>	
2017	109
2018	109
2019	109
2020	109
2021	109
<b>Total</b>	<b>545</b>

*Series E Notes due 2017.* On April 25, 2010, the Company issued to the public in Israel approximately NIS 400 million of unsecured non-convertible Notes Series E notes through a public offering in Israel. The principal amount of Notes Series E notes is repayable in five equal annual installments between 2013 and 2017 and is not linked. The principal bears a fixed interest at a rate of 5.5% repayable on a semi-annual basis. The Series E Notes due 2017 are listed on the TASE, and members of our Board of Directors and senior management may have purchased a portion of the Series E Notes due 2017 through stock exchange transactions.

On May 4, 2011 the Company issued an additional NIS 535 million in principal amount of Series E Notes in a public offering in Israel (the "Additional Notes"). The terms of the Additional Notes are identical to the terms of the previously issued outstanding Series E Notes. The Additional Notes were issued with a price per unit (each unit comprised of NIS 1,000 par value) of NIS 996. The Additional Notes were listed for trading on the TASE. The Notes have been rated iAA-, on a local scale, by Standard & Poor's Maalot.

*Repurchase of Series E notes.* In August 2012 the Company repurchased NIS 0.65 million par value of Series E notes, at a transaction price of 0.9954 NIS per par value, following the Board of Directors' resolution to approve a debt buy-back plan of the Company's series B, C, D and E Notes which are traded on the TASE.

The table below sets forth the payments of principal to be made on our Series E Notes due 2017, as of December 31, 2013.

	<b>NIS in millions</b>
<b>Principal payments due in:</b>	
2014	187
2015	187
2016	187
2017	187
<b>Total</b>	<b>748</b>



## 5B.2 LONG-TERM BANK LOANS

### Bank Borrowings

The Company has received bank loans from leading Israeli commercial banks. The Company may, at its discretion prepay the loans, subject to certain conditions, including that the Company shall reimburse the bank for losses sustained by the bank as a result of the prepayment. The reimbursement is mainly based on the difference between the interest rate that the Company would otherwise pay and the current market interest rate on the prepayment date.

The Israeli Prime interest rate is determined by the Bank of Israel and updated on a monthly basis. The Israeli Prime interest rate as of December 31, 2012 and 2013 was 3.25% and 2.5% per year, respectively.

Bank borrowings as of December 31, 2013 are set forth below:

	<u>Date originally received</u>	<u>Linkage terms</u>	<u>Interest payment schedule</u>	<u>Annual interest rate</u>
Loan A	Nov. 11, 2010	CPI	Semi annual	2.75% CPI adj.
Loan C	June 8, 2010		Annual	5.7% fixed
Loan D	June 9, 2010		Annual	5.7% fixed
Loan E	May 8, 2011		Quarterly	Prime <i>minus</i> 0.025%
Loan F	April 10, 2011	CPI	Quarterly	3.42% CPI adj.

The table below sets forth the payments of principal to be made on our bank borrowings, as of December 31, 2013:

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017 to 2018</u>	<u>2019 to 2020</u>	<u>Total</u>
	<b>New Israeli Shekels in millions</b>					
Bank borrowing A (*)			177	355		532
Bank borrowing C				25	50	75
Bank borrowing D	25	25	25	50	50	175
Bank borrowing E					152	152
Bank borrowing F (*)					200	200
	<u>25</u>	<u>25</u>	<u>202</u>	<u>430</u>	<u>452</u>	<u>1,134</u>

(\*) Linked to the CPI as of December 31, 2013

Principal prepayments made during 2013:

Loan C: On May 9, 2013, the Company prepaid the current portion of principal outstanding of the loan in the amount of NIS 25 million, which was due originally in June 8, 2014. On June 18, 2013, the Company prepaid the current portion of principal outstanding of the Loan in the amount of NIS 25 million, which was due originally on June 8, 2015. On December 19, 2013, the Company prepaid the current portion of principal outstanding of the Loan in the amount of NIS 50 million, which was due originally on June 8, 2016 and 2017.

Loan E: On May 9, 2013, the Company prepaid the current portion of principal outstanding of the Loan in the amount of NIS 112 million, which was due originally in May 8, 2014. On June 18, 2013, the Company prepaid current portion of principal outstanding of the Loan in the amount of NIS 112 million, which was due originally in May 8, 2015..

Loan F: On June 19, 2013, the Group prepaid the current portion of linked principal outstanding of the loan in the amount of NIS 145 million, which was due originally in December 31, 2014. On November 20, 2013, the Group prepaid the current portion of linked principal outstanding of the loan in the amount of NIS 148 million, which was due originally in December 31, 2015.

The Company paid prepayment fees in 2013 in a total amount of NIS 17 million, recorded in interest costs.

*Financial covenants.* The terms of bank loans require the Company to comply with financial covenants on a consolidated basis. The main provisions are the following two ratios:

- (1) The ratio of (a) the amount of all financial obligations of the Company including bank guarantees that the Company has undertaken ("Total Debt") to (b) EBITDA less Capital Expenditures shall not exceed 6.5 (the ratio as of December 31, 2012 and 2013, was 4.3 and 5.2, respectively); and
- (2) The ratio of (a) Total Debt to (b) the EBITDA of the Company shall not exceed 4 (the ratio as of December 31, 2012 and 2013, was 2.8 and 3.2, respectively).

"EBITDA" is defined as the sum of (a) the net income before extraordinary items, (b) the amount of tax expenses set against the profit including, without double counting, any provisions for tax expenses, (c) amortization and depreciation expenses, and (d) any finance costs net. The usage of the term "Adjusted EBITDA", as used in this annual report, is to highlight the fact that the Amortization includes amortization of deferred expenses – right of use and employee share based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods.

Capital Expenditures are defined as any expenditure classified as fixed and intangible asset in the financial statements.

The covenants are measured every six months on an annualized basis of twelve months and are based on the financial results for the preceding period of twelve months. At December 31, 2012 and 2013, the Company was in compliance with all covenants stipulated for the years then ended, respectively.

*Negative pledge.* The Company provided a negative pledge undertaking (i.e., not to pledge any of its assets to a third party), except for a number of exceptions that were agreed upon, including pledges (other than by way of floating charge) in favor of a third party over specific assets or rights of the Company securing obligations no greater than NIS 100 million in aggregate.

### **5B.3 TOTAL NET FINANCIAL DEBT**

At December 31, 2013, total net financial debt (total current and non-current borrowings less cash and cash equivalents) amounted to NIS 3,000 million, compared to NIS 3,812 million at December 31, 2012. The decrease in net financial debt compared with 2012 principally reflected the absence of any dividend distribution in 2013. The decrease in financial debt compared with 2012 also reflected prepayment of bank borrowings and the scheduled repayment of bank borrowings and notes payable during 2013. See Note 15 to the consolidated financial statements (see also "Item 5B.2 Long-term Bank Loans and Credit Facilities" above).

At December 31, 2013, the current portion of our total financial debt (including future interest payments during 2014) amounted to NIS 463 million, as compared to NIS 477 million at December 31, 2012, and was composed of the amounts set forth in the table below. We intend to fund the repayment of the current portion of our Notes payable in 2014, bank loans and interest through available cash or operational cash flow, new bank loans, the issuance or sale of corporate notes, or a combination of one or more of these resources.

**Current Portion Payable in 2014 as of December 31, 2013****NIS in millions**

Principal on notes payable	334
Accrued interest on notes payables	89
Accrued interest on long term bank loans	40
<b>Total</b>	<b>463</b>

*Capital Expenditures.* The cellular telephone business is highly capital intensive, requiring significant capital to acquire a license and to construct a mobile telecommunications network. The capital requirements of our network are determined by the coverage desired, the expected call and data traffic and the desired quality and variety of services. Cellular network construction costs are mainly related to the number of cells in the service area, the number of radio channels in the cell and the switching equipment required.

Our capital expenditures represent additions to property and equipment and computer software. In the year ended December 31, 2011, 2012 and 2013, our capital expenditures amounted to approximately NIS 468 million, NIS 558 million and NIS 413 million, respectively, and were principally related to our cellular network.

At December 31, 2013, our capital expenditure commitments totaled NIS 59 million, principally for enhancing our cellular network. For further information regarding our capital expenditure commitments at December 31, 2013, see "Item 5F Aggregate Contractual Obligations".

*Dividend payments.* For the year ending December 31, 2013, the Company did not distribute any dividends.

**5B.4 MAIN SOURCES OF LIQUIDITY**

- Cash on hand; and
- Operating cash flows, net of cash flow used for investing activities.

*Cash on hand.* At December 31, 2013, we had NIS 481 million in cash on hand, compared to NIS 548 million at December 31, 2012.

*Operating cash flows.* Cash generated from operations decreased by 10% from NIS 1,705 million in 2012 to NIS 1,539 million (US\$ 443 million) in 2013. This decrease was mainly explained by decrease in profit before depreciation, amortization and impairment charges partially offset by a decrease in operating working capital. Operating working capital decreased by NIS 463 million in 2013 compared with a decrease of NIS 268 million in 2012. The decrease primarily reflected the decrease in trade receivables explained by the decrease in handset sales during 2013.

*Existing credit facilities.* During 2013 and at December 31, 2013, we do not have any active credit facilities.

We believe that funds from our operations, together with our cash on hand, will provide us with enough liquidity and resources to fund our expected capital expenditure needs, payment of amounts due on our notes, as well as under our financing agreements, our license payments and our other material commitments, at least for the next 12 months. However, the actual amount and timing of our future requirements may differ materially from our estimates.

**5C. Research and Development, Patents and Licenses**

We are primarily a user rather than a developer of technology. Accordingly, we did not engage in any significant research and development activities during the past three years.

**5D. Trend Information**

**5D.1 RECENT DEVELOPMENTS**

See “Item 5D.2 Outlook”. See also recent regulatory developments in “Item 4B.13d Regulatory Developments” and “Item 3D.1 RISKS RELATING TO THE REGULATION OF OUR INDUSTRY”.

**5D.2 OUTLOOK**

In 2013, the level of competition in the Israeli telecommunications market remained very intense. As a result, the continued substantial erosion in the market prices for telecommunications services significantly impacted the Company’s business results. Our operating results may continue to decline in 2014 and beyond. See “Item 3D.2a As a result of substantial and continuing changes in our regulatory and business environment, our operating results have decreased significantly in the past two years. Our operating results may continue to decline in 2014 and beyond, which may adversely affect our financial condition.”

In order to mitigate the impact of these trends on the erosion of the Company’s results, Partner continued to adjust its cost structure and to implement operational efficiency measures (principally through a reduction in employee headcount) through 2013, which, among other items, led to a decrease in operating expenses (excluding cost of equipment sold and depreciation and amortization expenses) of NIS 471 million, from NIS 3,262 million in 2012 to NIS 2,791 million in 2013.

Despite the fall in profitability, the Company continued its investment in network infrastructure, customer service and information systems. In January 2014, the Company announced that its network was ready to provide fourth-generation (LTE) services, provided it obtains appropriate spectrum (see “Item 3D.1g We may not be allocated sufficient spectrum band or any spectrum at all needed in order to provide fourth generation (4G) services, and we may be required to terminate the use of certain spectrum or to share with another operator some of the spectrum we are currently using on an exclusive basis. These requirements may adversely affect our network quality and capacity as well as our ability to provide our customers with advanced technology services, which may adversely affect our ability to compete and our results of operations.”). At the same time, the Company reduced its net debt by NIS 0.8 billion in 2013.

The Company intends to persevere with its strategy of continuing to invest in its key assets, including its network infrastructure, customer service and information systems, even during periods of fierce market competition, for the benefit of the Company’s shareholders. See also “Item 3D Risk Factors”.

*The statements above under this section regarding trends are “forward-looking” statements. We have based these forward-looking statements on our current knowledge and our present beliefs and expectations regarding possible future events. These forward-looking statements are subject to risks, uncertainties and assumptions about Partner, consumer habits and preferences in mobile telephone usage, trends in the Israeli telecommunications industry in general, possible regulatory and legal developments and trends in general economic conditions. For a description of some of the risks we face, see “Item 3D. Key Information – Risk Factors”, “Item 4. Information on the Company”, “Item 5. Operating and Financial Review and Prospects” and “Item 8A. Consolidated Financial Statements and Other Financial Information – Legal and Administrative Proceedings”. In light of these risks, uncertainties and assumptions, the forward-looking events discussed above might not occur, and actual results may differ materially from the results anticipated.*

**5E. Off-Balance Sheet Arrangements**

As of December 31, 2013 the Company provided bank guarantees in a total amount of NIS 96 million.

Other than such guarantees, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. See also “Item 5F Aggregate Contractual Obligations”.

5F. Aggregate Contractual Obligations

Set forth below are our contractual obligations and other commercial commitments as of December 31, 2013:

Contractual Obligations	Payments Due by Period (NIS in millions)				
	Total	2014	2015-2016	2017-2018	2019 and thereafter
Long-term debt*					
Notes Series B	390	134	256	-	-
Notes Series C	800	24	283	493	-
Notes Series D	616	12	24	239	341
Notes Series E	851	228	426	197	-
Long term bank borrowing	1,323	65	303	486	469
Operating Leases	1,282	232	386	287	377
Trade payables	761	761	-	-	-
Payables in respect of employees	78	78	-	-	-
Other payables	35	35	-	-	-
Contribution to defined benefit plan	17	17	-	-	-
Commitments to pay for inventory purchases	1,077	661	416	-	-
Commitments to pay for property, equipment purchases and software elements purchases (capital expenditures)	59	59	-	-	-
Commitments to pay for rights of use	259	16	48	75	120
Commitments to pay for transmission services (See note 18(6) to the consolidated financial statements)	203	63	140	-	-
<b>Total Contractual Cash Obligations</b>	<b>7,751</b>	<b>2,385</b>	<b>2,282</b>	<b>1,777</b>	<b>1,307</b>

\* The table above includes expected payments of interest on our Long-Term Debt.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

6A. Directors and Senior Management

6A.1 DIRECTORS

Below is a list of the directors of the Company as of the date of filing of this annual report.

<u>Name of Director</u>	<u>Age</u>	<u>Position</u>
Adam Chesnoff**	48	Chairman of the Board of Directors
Elon Shalev**	62	Vice-Chairman of the Board of Directors
Dr. Michael J. Anghel (1)(2)(3)(4)	75	Director
Ilan Ben-Dov*	57	Director
Barry Ben Zeev (1)(2)(3)(4)	62	Director
Fred Gluckman**	43	Director
Sumeet Jaisinghani**	29	Director
Osnat Ronen (4)	51	Director
Yoav Rubinstein**	40	Director
Arieh Saban**	67	Director
Yahel Shachar*	51	Director
Arik Steinberg (1)(2)(4)	49	Director

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) External Director under the Israeli Companies Law.
- (4) Independent Director under NASDAQ rules and under the Israeli Companies Law.

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\* Nominated by Scailex

\*\* Nominated by S.B. Israel Telecom

For information regarding possible required changes in our Board of Directors under the Centralization Law, see "Item 4B.13d - vi4B.13d - vi The Promotion of Competition and the Reduction of Centralization Law".

*Appointments*

Our two principal shareholders have entered into a shareholders' agreement regarding, among other things, the composition of the Board of Directors. See "Item 7A.2 Agreement Between the Two Principal Shareholders"

In August 2009, Scailex and Bank Leumi entered into an agreement under which Leumi Partners (a subsidiary of Bank Leumi) was entitled to appoint one member of the Company's Board of Directors. In January 2013, as a result of the acquisition by S.B. Israel Telecom of a total of 30.87% of our issued and outstanding shares, including 2.06% from Leumi Partners, Leumi Partners and S.B. Israel Telecom agreed that Leumi Partners would no longer be entitled to appoint a member to the Board of Directors. See "Item 7A.3 Termination of Bank Leumi Ltd. Minority Rights under its Agreement with Scailex."

None of the above directors, except for Mr. Arieh Saban, who is the brother of Mr. Haim Saban, the owner and CEO of Saban Capital Group, has any family relationship with any other director or senior manager of the Company. None of the above members of senior management has any family relationship with any other director or senior manager of the Company.

On November 20, 2013, the Board of Directors announced the appointment of Mr. Adam Chesnoff to serve as the Chairman of the Board of Directors, following Mr. Shlomo Rodav's request to terminate his office as a director and as the Chairman of the Board of Directors. In addition, the Board of Directors resolved to appoint Mr. Elon Shalev as Vice Chairman of the Board of Directors.

**Adam Chesnoff** was appointed to the Board of Directors of Partner effective as of January 29, 2013 and was appointed to serve as Chairman of the Board of Directors on November 20, 2013. Mr. Chesnoff serves as the President and Chief Operating Officer of Saban Capital Group, Inc., responsible for overseeing its investment and business activities, including private equity and public market investments. Mr. Chesnoff is a member of the Board of Directors of Univision Communications Inc., the largest Spanish-language media company in the United States; a member of the Board of Directors of Celestial Tiger Entertainment Ltd., an owner and operator of pay television channels across Asia. Mr. Chesnoff is also a member of the Board of Commissioners of MNC Ltd., an Indonesian media company, and of MNC Sky Vision Ltd., Indonesia's largest pay television operator. In addition, Mr. Chesnoff served as Vice-Chairman of the Board of Directors of ProSiebenSat.1 Media AG from 2003 until 2007. From 2005 to 2010, Mr. Chesnoff served on the Board of Directors of Bezeq Israel Telecommunication Company Ltd. Mr. Chesnoff holds a BA in Economics and Management from Tel-Aviv University and an MBA from UCLA's Anderson School of Business.

**Elon Shalev** was appointed to the Board of Directors of Partner effective as of January 29, 2013 and was appointed to serve as Vice Chairman of the Board of Directors on November 20, 2013. Mr. Shalev serves as Chairman of the Board of Directors of SHL Telemedicine Ltd. and as a senior advisor to Saban Capital Group, Inc. Mr. Shalev was the founder of Channel 2 news and during 1993-1995 served as its Chief Executive Officer. From 1996-1999, he served as Editor in Chief of "Yediot Aharonot", and from 2000-2001 he served as Executive Vice President of Discount Investment Corporation Ltd. of the IDB group. Mr. Shalev served in the past on the Board of Directors of Bezeq Israel Telecommunication Company Ltd., DBS Satellite Services (1998) Ltd. (yes) and Bezeq International Company Ltd. Mr. Shalev holds a B.A. degree in Political Science from Tel Aviv University.

**Dr. Michael J. Anghel** was appointed to the Board of Directors of Partner in March 2006. From 1977 to 1999, he led the Discount Investment Corporation Ltd. (of the IDB Group) activities in the fields of technology and communications. Dr. Anghel was instrumental in founding Tevel, one of the first Israeli cable television operators and later in founding Cellcom – the second Israeli cellular operator. In 1999 he founded CAP Ventures, an advanced technology investment company. From 2004 to 2005, Dr. Anghel served as CEO of DCM, the investment banking arm of the Israel Discount Bank. He has been involved in various technology enterprises and has served on the Board of Directors of various major Israeli corporations and financial institutions including Elron, Elbit, Nice, Gilat, American Israeli Paper Mills, Maalot (the Israeli affiliate of Standard and Poor's) and Hapoalim Capital Markets. He currently serves on the Board of Directors of Syneron Medical Ltd., Evogene Ltd., Dan Hotels Ltd, Orbotech Ltd, Lumus Ltd, BiolineRx Ltd. and the Strauss-Group Ltd. He is also the Chairman of the Center for Educational Technology. Prior to launching his business career, Dr. Anghel served as a full-time member of the Recanati Graduate School of Business Administration of the Tel Aviv University, where he taught finance and corporate strategy. He currently serves as Chairman of the Tel Aviv University's Executive Program. Dr. Anghel holds a B.A. in Economics from the Hebrew University in Jerusalem and an M.B.A. and Ph.D. in Finance both from Columbia University in New York.

**Ilan Ben-Dov** was appointed to the Board of Directors of Partner in October 2009 and served as Chairman of the Board of Directors of the Company since November 1, 2009 until January 29, 2013. Mr. Ben-Dov serves as Chairman of the Board of Directors of Scailex Corporation Ltd. and Suny Electronics Ltd. and previously had served as Suny's Joint Chief Executive Officer for approximately fifteen years (until May 2009). He also currently serves as a director in several private companies wholly owned by him including Derech HaLotus Ltd., Ben-Dov Investments Ltd., Ben-Dov I. Real Estate Ltd., Yeuda Halevy 16 Ltd., I. Ben-Dov Investments Ltd., Harmony (Ben-Dov) Ltd. Mr. Ben-Dov served as Chairman of the Board of Directors of Tao Tsuot Ltd.

**Barry Ben Zeev (Woolfson)** was appointed to the Board of Directors of Partner in October 2009. He has been providing strategic business consulting services since 2009. Mr. Ben Zeev served as the Deputy-Chief Executive Officer & Chief Financial Officer of Bank Hapoalim in 2008. He joined the bank in 1976 and served in a variety of senior positions in the branch system and the international division including New York. Mr. Ben Zeev served in the following executive positions prior to becoming Deputy-Chief Executive Officer & Chief Financial Officer of Bank Hapoalim: Executive Vice President & Head of International Operations during the years 2001-2002, Deputy-Chief Executive Officer & Head of International Private Banking during the years 2002-2006, Chairman of Poalim Asset Management during the years 2001-2006, Chairman of Bank Hapoalim Switzerland during the years 2002-2006, Deputy Chairman of the Board of Directors of Signature Bank in New York during the years 2001-2002 and Deputy-Chief Executive Officer and Head of Client Asset Management during the years 2006-2007. Mr. Ben Zeev serves on the Board of Directors of the following companies: Ellomay Capital Ltd., Poalim Asset Management UK Ltd., Ben Zeev (Woolfson) Consultants Ltd. and Hiron-Commerce Investments & Mivnei Ta'asiya Ltd. He also served as a member of the Board of Directors of the Tel Aviv Stock Exchange during the years 2006-2007. Mr. Ben Zeev holds a B.A. in Economics and an M.B.A both from Tel-Aviv University.

**Fred Gluckman** was appointed to the Board of Directors of Partner effective as of January 29, 2013. Mr. Gluckman serves as the Chief Financial Officer of Saban Capital Group, Inc ("SCG"). In this position, Mr. Gluckman is responsible for all financial, accounting and tax functions of the firm, and has been an active member of the firm's investment team since joining the firm in 2003. Mr. Gluckman is a member of the Board of Directors of Celestial Tiger Entertainment and serves on its Audit Committee. Mr. Gluckman's experience, prior to joining SCG, includes international and domestic advisory work in the London and Southern California practices of Deloitte. Mr. Gluckman is actively engaged in the community, serving on multiple boards of national and local charitable organizations including on the National board of the Friends of the IDF. Mr. Gluckman is a CPA and holds a B.S. in Economics from Wharton Business School and studied at the Hebrew University in Jerusalem.

**Sumeet Jaisinghani** was appointed to the Board of Directors of Partner effective as of January 29, 2013. Mr. Jaisinghani is a Managing Director of Saban Capital Group ("SCG"), is responsible for SCG's principal investment activities in Asia and is head of SCG's Singapore office. In addition to being on the Board of Directors of Partner, Mr. Jaisinghani is a member of the Board of Directors of Celestial Tiger Entertainment (CTE) and an observer on the Board of Directors of Taomee. Mr. Jaisinghani played a key role in SCG's investments in Partner, Media Nusantara Citra, MNC Sky Vision, CTE and Taomee. Mr. Jaisinghani was also involved with SCG's controlling investment in Bezeq Telecommunications Company Ltd. until its sale in April 2010. Prior to joining SCG, Mr. Jaisinghani worked as an investment banker in the Mergers & Acquisitions Group of J.P. Morgan in New York. Mr. Jaisinghani holds a B.S. in Finance and Management, with high distinction, from Indiana University's Kelley School of Business.

**Osnat Ronen** was appointed to the Board of Directors of Partner in December 2009. Ms. Ronen served as a General Partner of Viola Private Equity from January 2008 until March 2013. From 2001 until 2007, Ms. Ronen was the Deputy Chief Executive Officer of Leumi Partners Ltd. the investment banking services arm of the Leumi Group where she was responsible for the Group's Private Equity portfolio. Between 2004 and 2007, Ms. Ronen led the strategic planning, deployment and execution of the Bachar Reform, one of Israel's largest financial reforms, at Leumi Group. As part of the implementation, Ms. Ronen managed the sale of Leumi's holdings in mutual, provident and training funds. Prior to these positions, she served as Deputy Head of the Subsidiaries Division of The Leumi Group from 1999 until 2001. Ms. Ronen serves on the Board of Directors of Mizrahi-Tefahot Bank Ltd., and Fox-Wizel Ltd. Ms. Ronen served on the Board of Directors of several companies including: the Paz Group, Direct-I.D.I. Insurance Company Ltd., Leumi Card Ltd., Arab Israeli Bank Orad Hi-tech Ltd., Amiad Filtration Systems Ltd., Aeronautics Ltd., Degania Medical Ltd., Matomy Media Group Ltd. and Leumi Mortgage Bank. Ms. Ronen holds a BSc degree in mathematics and computer science and an M.B.A. degree both from Tel Aviv University.

**Yoav Rubinstein** was appointed to the Board of Directors of Partner effective as of January 29, 2013. Mr. Rubinstein joined SHL Telemedicine Ltd. as Senior Vice President, Head of Global Business Development in March 2012. Previously, Mr. Rubinstein served as an investment professional at Apax Partners for nine years and as Senior Advisor to Saban Capital Group, Inc. Mr. Rubinstein holds a B.A. in Business Administration from the Interdisciplinary Center in Herzliya.



**Arieh Saban** was appointed to the Board of Directors of Partner effective as of January 29, 2013. Mr. Saban has served since 2010 as Chairman of the Board of Directors of Saban Brands Israel Ltd. From 1983 until 2002 Mr. Saban served as the CEO of Israel Audio-Visual Corporation, a media distribution, licensing and merchandising agency that he founded. From 2000 until 2002 he served as Chairman of the Board of Directors of Fox Kids Israel, a joint venture with Fox Kids Europe. From 2005 until 2012, Mr. Saban served on the Board of Directors of the following companies: Keshet Broadcasting Ltd., Pelephone Communications Ltd., DBS Satellite Services (1998) Ltd. (yes) Bezeq Israel Telecommunication Company Ltd. and Bezeq International Company Ltd.

**Yahel Shachar** was appointed to the Board of Directors of Partner in October 2009. Mr. Shachar serves as Chief Executive Officer of Scailex Corporation Ltd (he joined Scailex in December 2001 as Chief Financial Officer) and as the Chief Executive Officer of Suny Electronics Ltd. Mr. Shachar serves as Chairman of the Board of Directors of Tapuz Anashim Ltd. Before joining Scailex, Mr. Shachar served as Chief Operating Officer at BVR Technologies Ltd. for three years. Mr. Shachar holds an LL.B. degree from Tel-Aviv University, an LL.M. degree from Georgetown University in Washington, D.C. and he is a member of the Israeli and New York bar associations.

**Arik (Arie) Steinberg** was appointed to the Board of Directors of Partner in January 2012. Mr. Steinberg served from 2006-2010 as Chairman of the Board of Directors of Psagot Investment House, Ltd., as well as other companies in the Psagot Group, leading and overseeing the business strategies of the Psagot Group. Mr. Steinberg served as Chairman on behalf of York Capital. In addition, he served on the Board of Directors of the Tel-Aviv Stock Exchange. Mr. Steinberg also served between 1999 - 2003 as Chief Executive Officer of Ilanot Batucha Investment House from the IDB Group, as well as a director of Maalot (the Israeli affiliate of Standard and Poor's). Prior to that, Mr. Steinberg served as Managing Director of Etgar- Portfolio Management Trust Co. owned by Bank Mizrahi. He also served on the Advisory Boards of Mobileye Technologies and Novatrans Group SA. Mr. Steinberg studied Economics at Tel-Aviv University.

## 6A.2 SENIOR MANAGEMENT

Below is a list of the Senior Management of the Company as of the date of filing of this annual report:

<b>Name of Officer</b>	<b>Age</b>	<b>Position</b>
Haim Romano	59	Chief Executive Officer
Ziv Leitman	55	Chief Financial Officer
Roly Klingler	54	Vice President, Legal & Regulatory Affairs, Business Development and Corporate Secretary
Einat Rom	48	Vice President, Human Resources & Administration
Avi Cohen	48	Vice President, Customers Division
Menahem Tirosh	62	Chief Operating Officer
Guy Emodi	50	Vice President, Economics & Planning, Corporate Strategy and Operator Relations
Ronit Rubin	49	Vice President, Information Technology Division
Ori Watermann	39	Vice President, Fixed-Line Division & CEO of 012 Smile
Zvika Shenfeld <sup>1</sup>	41	Vice President, Retail Division
Igal Bareket <sup>2</sup>	44	Vice President Marketing and Growth Engines Division
Amalia Glaser	49	Spokesman and VP Communications and Corporate Governance Division

<sup>1</sup> Effective October 1, 2013, Zvika Shenfeld was appointed as Vice President, Retail Division after having served as Acting Head of Marketing, Content and Growth Engines Division from February 2013 until May 2013 and as Vice President Marketing & Content from May 2013 until October 2013.

<sup>2</sup> On February 5, 2014, the Board of Directors appointed Igal Bareket as Vice President, Marketing and Growth Engines Division effective May 1, 2014. Naama Gat served in this position from October 2013 until January 2014.

**Haim Romano** was appointed as Chief Executive Officer in October 2011. Prior to joining the Company, he served as the CEO of EL AL Israel Airlines between the years 2005- 2010. Haim Romano was one of the founders of Partner and during his 7 years with the Company he served in various positions including Vice President, Human Resources and Administration, Manager of Customer Division (Services and Sales) and Deputy CEO. Mr. Romano holds a BA degree from Tel Aviv University, an MA degree from Haifa University and attended the Advanced Management Program (AMP) at Harvard Business School.

**Ziv Leitman** was appointed as Chief Financial Officer of Partner in August 2011. Prior to joining the Company, Mr. Leitman served from 2009 as the Deputy CEO and CFO of Paz Oil Company Ltd., the largest energy and convenience retailer company in Israel traded on the Tel Aviv stock exchange. Mr. Leitman served from 2002 until 2009 as Executive Vice President and CFO of Comverse Inc., global leading provider of systems to telecommunication companies. Previously he served as Executive Vice President and CFO of Discount Investments Corporation Ltd. and, Lucent Technology –EIS. Prior to this, Mr. Leitman served as CFO of Hogla-Kimberly Ltd. and Optrotech Ltd. Mr. Leitman is a CPA and holds a BA in Economics and Accounting and an MBA in Finance and Information Systems all from Tel Aviv University.

**Roly Klinger**, was appointed as Vice President Legal and Regulatory Affairs, Business Development & Company Secretary effective November 2012. Ms. Klinger joined Partner in August 1998 as the Chief Legal Counsel and Joint Corporate Secretary and was appointed as Vice President responsible also for Regulatory Affairs effective November 1, 2007. From 1993, she served as Legal Advisor and Corporate General Secretary of Keshet Broadcasting Ltd., which holds an operating franchise for Israel's first commercial television channel. Previously, while practicing in the private sector, she lectured on communications law at the College of Management-Academic Studies, Tel-Aviv. Ms. Klinger received an LL.B degree from Tel Aviv University, attended the Advanced Management Program (AMP) at Harvard Business School and is admitted to the Israel Bar.

**Einat Rom**, was appointed as Vice President of Human Resources effective November 1, 2012 after having served as Vice President of Private Customers Division since December 1, 2010. Prior to joining Partner, Mrs. Rom served as Vice President of Service in Better Place Company and prior to that, she served as Vice President of Private Division in Bezeq The Israel Telecommunication Corp. and as Vice President of Service in Pelephone Communications Ltd. Mrs. Rom holds a bachelor's degree in social science.

**Avi Cohen**, was appointed as Vice President, Customer Division effective November 1, 2012 after having served as Vice President, Business Customer Division since April 1, 2012. Prior to joining the Company Mr. Cohen served during the past six years as CEO of the EFD Group that includes the subsidiaries Betili, ID design, MY HOME PAGE and R&T. Prior to that, he served as Vice President of Sales and Marketing of ID design, Vice President of Sales and Operations of Betili and Vice President of Operations and logistics of Betili. Avi Cohen holds an Executive MBA degree from the Hebrew University in Jerusalem.

**Menahem Tirosh** was appointed as Chief Operating Officer of Partner effective January 1, 2012. Mr. Tirosh has extensive experience in telecommunications. He was among the founders of Partner and served as Chief Technology Officer of Partner since its inception and until 2004. Prior to his appointment he served as CEO of Schema which develops solutions to optimize cellular networks and served in various management positions, including the CEO of the startup Outsmart and CEO of TTI Telecom. Mr. Tirosh holds a bachelor degree in Electrical Engineering (B.Sc) from the Technion and a master degree In Communication Systems Engineering (M.Sc) from Ben Gurion University.

**Guy Emodi** was appointed as Vice President Economics & Planning, Corporate Strategy and Operator Relations in December 2012. Between 1997 and 1998, Mr. Emodi was a member of the tender team, bidding for the third cellular operator in Israel as the representative of the Dankner Group in the Partner Group together with Hutchison Telecom and Elbit. After winning the bid in April 1998, Mr. Emodi joined the Partner's founding team and served as Head of Economics & Planning, Business Planning, Corporate Finance and Investor Relations. Mr. Emodi served in several senior management roles in Partner, including Head of Finance and CFO of the subsidiary companies, PFC and PMI. In 2006 Mr. Emodi left Partner to assume the role of CEO of Ociff India, a public traded (TSE) real estate development company that was acquired in 2007 by a private investor. He then assumed the role of CFO and Executive Director of Playtech, a publicly traded company (LSE), that is the world leading online gaming software provider. Mr. Emodi holds a bachelor's degree in Economics and Business Administration from Tel-Aviv University and an MBA from the London Business School.

**Ronit Rubin**, was appointed as Vice President CIO of the IT Division effective March 1, 2010 when she joined the Company. Prior to joining the Company, Ms. Rabin served from 2006 as the VP IT Division and Business Technologies of VISA CAL. From 1983-2006, she served in the Israeli Defense Forces and held various positions in the programming field, including commander of the computer unit of the Navy from 2004-2006. Ms. Rubin holds a B.A in economics and logistics from Bar Ilan University and an M.B.A from Ben-Gurion University.

**Ori Watermann** was appointed as Vice President, Fixed-Line division at Partner effective June 1, 2012 and as CEO of 012 Smile effective November 1, 2012. From 2005-2011 he served at various positions at 012 Smile including: Deputy CEO, Strategy, Marketing and Business development, VP, Residential Customers, VP of customers at Smile Internet Gold'. During the years 2002-2004 he served as Director of the Commercial Customer Division (SME) at Pelephone Communications. From 2000-2001 he served as Manager of the Central and Southern Regions at Leumi Card - Visa Credit Card's Representative Company. Ori holds a Bachelors degree in Business Management from Rupin College and an MBA with honors, EMBA specializing in integrative management from the Hebrew University of Jerusalem.

**Zvika Shenfeld** was appointed as Vice President, Retail Division effective October 1, 2013 after having served prior to that as the Vice President of Marketing and Content Division, the Acting Head of Marketing, Content and Growth Engines Division and as the deputy of the head of the division since joining the Company in March 2012. From 2009 to 2012 he served as the marketing, strategy and business development at Newpan, an electronic home and small appliances distributor and retail chain. From 2006 until 2009, Mr. Shenfeld held various positions at the Eurocom Group including VP marketing and Business development at Internet Gold and Deputy CEO of MSN Israel. From 2003 until 2006 he served as Marketing Manager of AIG Israel. From 1999 until 2003 he held various economic and marketing positions at 013 Barak ILD. Mr. Shenfeld holds a B.A in economics and logistics from Bar Ilan University and an MBA from the ONO academic center.

**Igal Bareket** was appointed as Vice President of Marketing on February 5, 2014 and will join Partner on May 1, 2014. Before joining Partner, Mr. Bareket served for three and a half years as the Vice President of Marketing of Isracard Ltd., the credit card company. Prior to joining Isracard, he served in various managerial positions at 012 Barak Ltd. Mr. Bareket holds a B.A. in communications and management from the Tel-Aviv College of Management and studied one year towards an M.B.A. at Herriot-Watt University.

**Amalia Glaser** joined Partner in April 2007. Prior to joining Partner, Ms. Glaser worked for ten years for the public relations firm Rahav Communications, during which she filled a number of managerial positions. In her last position she served as the firm's Joint General Manager. Prior to working at Rahav Communications, Ms. Glaser headed the Spokesman, Public and Governmental Relations Division of "Adam Teva Vedin" – a legal scientific non-profit association that deals with environmental issues. Ms. Glaser was also a lecturer for courses regarding Israel, landscape and the environment. Ms. Glaser holds a B.A. from the Tel-Aviv University.

#### **6B. Compensation**

The terms of employment of the CEO are approved by the compensation committee, the Board of Directors and the Company's shareholders (by a special majority) and must comply with the Company's Compensation Policy for Office Holders (as this term is defined in Item 6C.10 below) (except for certain exceptions, as set by the Israeli Companies Law). The terms of employment of other senior management are approved by the compensation committee and the Board of Directors, and must comply with the Company's Compensation Policy (except for certain exceptions, as set by the Israeli Companies Law). See "Item 6C.8 Compensation Committee". Senior management is appointed by the CEO with the approval of the Board of Directors for an indefinite term of office and may be removed by the CEO with the approval of the Board of Directors at any time.

Pursuant to the provisions of Amendment 20 to the Israeli Companies Law, we adopted a compensation policy that sets forth the guidelines and framework for the mode of compensation of the Company's Office Holders (the "Compensation Policy"). The Compensation Policy was approved by the Company's shareholders at an extraordinary general meeting of shareholders held on October 17, 2013. The Compensation Policy sets forth the principles and procedures for determining Office Holders' compensation, including ongoing remuneration, bonuses (including annual bonuses, multi-year bonuses, severance bonuses and special bonuses), equity compensation, indemnification, insurance and release. See Exhibit 15.(b).1.

According to the Compensation Policy, bonus payments for our senior management are determined with respect to a given year based on targets set for the Company as a whole, targets set for each of the Company divisions as well as on personal evaluations. The targets for the Chief Executive Officer and the senior management are set by the compensation committee and the Board of Directors in accordance with the overall Company objectives. Upon the approval of the Company's annual results, bonus payments are determined based on the extent to which the Company and division targets have been met, as well as on the personal evaluation of each Office Holder at the discretion of the Board of Directors, in light of the recommendations made by the compensation committee and, with respect to senior management reporting to the CEO, in light of recommendations made by the compensation committee and the CEO.

The aggregate compensation paid, and benefits in kind granted to or accrued on behalf of all our directors and senior management for their services in all capacities to the Company and its subsidiaries during the year ended December 31, 2013, was approximately NIS 25 million (US\$7 million). This amount included approximately NIS 2 million (US\$0.5 million) set aside or accrued to provide pension and retirement benefits on behalf of all our senior management during the year ended December 31, 2013.

Compensation for senior management may also be provided in the form of stock options to purchase our ordinary shares. In 2013 options were granted to our senior management under the 2004 Share Option Plan to purchase up to 150,000 of our ordinary shares at a weighted average exercise price of NIS 23.61 per option (after dividend adjustment and amendments to the exercise price) with some of the options vesting at the earliest in May 2013. These options will expire by May 2023. For more information, see "Item 6E.1 2004 Share Option Plan".

In order to encourage the Company's executive officers to remain with the Company following the acquisition by S.B. Israel Telecom of 30.87% of our issued and outstanding shares, principally from Scailex, the Company's Board of Directors, upon the recommendation and approval of its compensation committee, adopted a two-year retention plan on December 17, 2012, that became effective upon change of control on January 29, 2013. According to the terms of the plan, retention payments will be made to each of the Company's eligible executive officers at the first and second anniversaries of the date of adoption of the retention plan, provided the executive officer has not resigned for reasons other than for certain justified reasons, as specified in the retention plan or in case of termination by the Company. The amounts of the first and second potential retention payments are the same, and the maximum aggregate amount of all retention payments together is NIS 6.7 million. In addition, on May 22, 2012, the Company's Board of Directors and audit committee, upon the recommendation and approval of its compensation committee, adopted a retention plan for the CEO according to which the CEO will receive an amount of NIS 1.8 million, provided that the CEO does not resign during the first year of the change of control or his employment is terminated by the Company under circumstances other than those that would deny his lawful right to severance payments and advanced notice. On December 29, 2013, the CEO notified the Company that he irrevocably waives any right to the said retention bonus.

The table below sets forth information regarding compensation on an individual basis for the five Office Holders with the highest compensation for the year 2013.

Details of the Compensation Recipient		Compensation for services (the compensation amounts are displayed in terms of cost or the Company) (NIS thousands)			Other compensation & vehicle (the compensation amounts are displayed in terms of cost for the Company) (NIS thousands)	Total (NIS thousands)
		Payroll & Related expenses	Bonus	Share based payments	Other	
Name	Position					
Haim Romano	Chief Executive Officer	2,396	-(1)	1,370(2)	182(3)	3,948
Menahem Tirosh	Chief Operating Officer	1,384	670(4)	252(5)	1,089(6)	3,395
Ronit Robin	Vice President, Information Technology	1,131	94	507(7)	728(8)	2,460
Avi Cohen	Vice President, Customers Division	1,114	102	126(9)	923(10)	2,265
Guy Emodi	Vice President, Economics & Planning, Corporate Strategy and Operator Relations	988	92	347(11)	715(12)	2,142

- (1) On December 29, 2013 and February 18, 2014, the CEO, Mr. Haim Romano, notified the Company that he irrevocably waives any right to the annual bonus that he was entitled to under the management agreement with the Company according to which he provides his management services as the Company's CEO.
- (2) 800,000 share options were granted to Mr. Haim Romano upon the commencement of his position in 2011 with a vesting period over three years. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 3.6 million. As of March 6, 2014, the share price was NIS 30.83, whereas the option exercise price (dividend adjusted) is NIS 37.16. As long as the option exercise price is higher than the market share price, the grant has no actual value for Mr. Haim Romano. In May 2013, an additional 150,000 share options were granted to Mr. Haim Romano with a vesting period over three years. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 1 million. As of March 6, 2014, the share price was NIS 30.83 whereas the option exercise price (dividend adjusted) is NIS 23.61.
- (3) "Other compensation" includes expenses for retirement that were accumulated during the reporting period of this annual report and will be paid only upon retirement. In 2012, the Company adopted a retention plan for Mr. Haim Romano, according to which he will receive an amount of NIS 1.8 million, provided that he does not resign during the first year of the change of control or his employment is terminated by the Company under circumstances other than those that would deny his lawful right to severance payments and advanced notice. On December 29, 2013, Mr. Haim Romano notified the Company that he irrevocably waives any right to the said retention bonus.
- (4) The bonus includes an annual bonus as well as a special bonus granted to Mr. Menahem Tirosh in the amount of NIS 528,000, for his outstanding achievements.
- (5) In 2012, 220,000 share options were granted to Mr. Menahem Tirosh with a vesting period over three years. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 0.7 million. As of March 6, 2014, the share price was NIS 30.83 whereas the option exercise price (dividend adjusted) is NIS 33.5. As long as the option exercise price is higher than the market share price, the grant has no actual value for Mr. Menahem Tirosh.
- (6) "Other compensation" includes expenses for retirement that were accumulated during the reporting period of this annual report and will be paid only upon retirement, as well as retention expenses in the amount of NIS 1,000,000, out of which NIS 500,000 were accumulated during the reporting period of this annual report and were paid on February 1, 2014, and an additional amount of NIS 500,000 which will be paid in February 2015 (subject to provisions of his retention plan) and will be accumulated during 2014.
- (7) In 2010, 300,000 share options were granted to Ms. Ronit Rubin with a vesting period over four years. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 5.9 million. As of March 6, 2014, the share price was NIS 30.83 whereas the option exercise price (dividend adjusted) is NIS 57.47. As long as the option exercise price is higher than the market share price, the grant has no actual value for Ms. Ronit Rubin. In 2012, an additional 50,000 share options were granted to Ms. Ronit Rubin with a vesting period of two years. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 0.2 million. As of March 6, 2014, the share price was NIS 30.83 whereas the option exercise price (dividend adjusted) is NIS 13.23.

- (8) "Other compensation" includes expenses for retirement that were accumulated during the reporting period of this annual report and will be paid only upon retirement, as well as retention expenses in the amount of NIS 700,000, out of which NIS 350,000 were accumulated during the reporting period of this annual report and were paid on February 1, 2014 and an additional amount of NIS 350,000 which will be paid in February 2015 (subject to provisions of her retention plan) and will be accumulated during 2014.
- (9) In 2012, 142,500 share options were granted to Mr. Avi Cohen with a vesting period over two years. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 0.3 million. As of March 6, 2014, the share price was NIS 30.83 whereas the option exercise price (dividend adjusted) is NIS 25.23.
- (10) "Other compensation" includes expenses for retirement that were accumulated during the reporting period of this annual report and will be paid only upon retirement, as well as retention expenses in the amount of NIS 700,000, out of which NIS 350,000 were accumulated during the reporting period of this annual report and were paid on February 1, 2014, and an additional amount of NIS 350,000 which will be paid in February 2015 (subject to provisions of his retention plan) and will be accumulated during 2014.
- (11) In 2012, 142,500 share options were granted to Mr. Guy Emodi with a vesting period over one year. The theoretical fair value of the share options (according to Black-Scholes model) as measured on the day of the grant was approximately NIS 0.7 million. As of March 6, 2014, the share price was NIS 30.83 whereas the option exercise price (dividend adjusted) is NIS 22.32.
- (12) "Other compensation" includes expenses for retirement that were accumulated during the reporting period of this annual report and will be paid only upon retirement, as well as retention expenses in the amount of NIS 700,000, out of which NIS 350,000 were accumulated during the reporting period of this annual report and were paid on February 1, 2014, and an additional amount of NIS 350,000 which will be paid in February 2015 (subject to provisions of his retention plan) and will be accumulated during 2014.

All options noted above were granted pursuant to the 2004 Share Option Plan and its terms, inter alia, with respect to the exercise period and the expiration date of the options. See "Item 6E.1 2004 Share Option Plan".

## **6C. Board Practices**

References in this annual report to "external directors" are to those directors who meet the definition of external directors under the Israeli Companies Law ("*dahatz*"), and references in this annual report to "US independent directors" are to those directors who meet the definition of independence under applicable listing requirements of NASDAQ. References in this annual report to "Israeli independent directors" are to any director who meets the definition of independence under the Israeli Companies Law ("*bilty taluy*").

### **6C.1 TERMS OF DIRECTORS**

Directors are generally elected by the annual general meeting of shareholders to serve (i) for three years, in the case of external directors under the Israeli Companies Law, or (ii) until the next annual general meeting of the shareholders (unless their office becomes vacant earlier, in accordance with the provisions of our Articles of Association). An extraordinary general meeting of shareholders may elect any person as a director, to fill an office which became vacant, or to serve as an additional member to the then existing Board of Directors, or to serve as an external director or an independent director, or in any event in which the number of the members of the Board of Directors is less than the minimum set in the Articles of Association, provided that the maximum number of seventeen directors is not exceeded. Any director elected in such manner (excluding an external director) shall serve in office until the coming annual general meeting of shareholders. The Articles of Association also provide that the Board of Directors, with the approval of a simple majority of the directors, may appoint an additional director to fill a vacancy or to serve as an additional member to the then existing Board of Directors, provided that the maximum number of seventeen directors is not exceeded. Any director elected in such manner shall serve in office until the coming annual general meeting of shareholders and may be re-elected.

“Qualified Israeli directors” who are appointed by the “Israeli founding shareholders” (both terms as defined in our Articles of Association) are appointed upon a written notice signed by at least two of the Israeli founding shareholders who are the record holders of at least 50% of the shares that constitute “minimum Israeli holdings” (as defined in our Articles of Association), addressed to the Company Secretary, indicating his appointment, until their respective successors are elected upon such notice. No director has a service contract with the company or its wholly-owned subsidiaries providing for benefits upon termination of employment. Our Office Holders serve at the discretion of the Board of Directors or until their successors are appointed. See “Item 4B.13e Our Mobile Telephone License” for a description of additional requirements of the composition of our Board of Directors and the appointment of its members.

#### **6C.2 ALTERNATE DIRECTORS**

Our Articles of Association provide that a director may appoint an individual to serve as an alternate director. An alternate director may not serve as such unless such person is qualified to serve as a director. In addition, no person who already serves as a director or an alternate director on the Company’s Board of Directors may serve as an alternate director of another director on the Company’s Board of Directors. Under the Israeli Companies Law, an alternate director is treated as a director. Under our Articles of Association, an alternate director shall have all the authorities of the director appointing him. The alternate director may not vote at any meeting at which the director appointing him is present. Unless the time period or scope of any such appointment is limited by the appointing director, such appointment shall be effective for all purposes and for an indefinite time, but will expire upon the expiration of the appointing director’s term.

#### **6C.3 EXTERNAL DIRECTORS UNDER THE ISRAELI COMPANIES LAW**

The Israeli Companies Law requires that Partner shall have at least two external directors on its Board of Directors who meet the independence criteria set by the Israeli Companies Law. The appointment of an external director (for the initial term of three years) under the Israeli Companies Law must be approved by the general meeting of shareholders provided that either: (a) the majority of votes in favor of the appointment shall include at least a majority of the votes of shareholders not constituting controlling parties (as stated in the Israeli Companies Law) in the Company, or those having a personal interest (as defined in the Israeli Companies Law) (other than a personal interest not resulting from their relations with the controlling parties) in the approval of the appointment participating in the vote, which votes shall not include abstaining votes; or (b) the total number of objecting votes of the shareholders mentioned in clause (a) does not exceed 2% of the total voting rights in the company.

Dr. Michael Anghel and Mr. Barry Ben-Zeev serve as our external directors under the Israeli Companies Law.

External directors may be re-appointed for two additional three-year terms by one of the following mechanisms: (i) the Board of Directors proposed the nominee and his appointment is approved by the shareholders in the manner required to appoint external directors for their initial term (described above), or (ii) a shareholder holding 1% or more of the company’s voting rights proposed the external director for re-appointment, and the nominee is approved by a majority of the votes cast at the shareholders meeting, provided that (a) the majority excludes the votes of the controlling parties and those having a personal interest in the appointment approval (other than a personal interest not resulting from their relations with the controlling parties), (b) the aggregate votes cast by shareholders who are not excluded under clause (a) above in favor of the appointment exceed 2% of the voting rights in the company and (c) in accordance with the recent Amendment 22 to the Israeli Companies Law, the external director is not a related or competing shareholder, or the relative of such a shareholder, at the time of the appointment. The external director also cannot be affiliated with a related or competing shareholder at the time of the appointment or the two years preceding the appointment. The term “related or competing shareholder” is defined as a shareholder who nominated the external director for reappointment or a material shareholder (a shareholder that holds more than 5% of the shares or voting rights in the company), if, at the date of such appointment, any of either (i) such shareholder, (ii) the controlling shareholder of such shareholder, or (iii) a company controlled by either of them, has business with the company or is a competitor of the company.

The Israeli Companies Law requires that at least one external director has accounting and financial expertise, and that the other external director(s) have professional competence, as determined by the company's Board of Directors. Under promulgated regulations, a director having accounting and financial expertise is a person who, due to his education, experience and talents, is highly skilled in respect of, and understands, business-accounting matters and financial reports in a manner that enables him to understand in depth the company's financial statements and to stimulate discussion regarding the manner in which the financial data is presented. Under the regulations, a director having professional competence is a person who has an academic degree in either economics, business administration, accounting, law or public administration or has another academic degree or has other higher education, all in the main business sector of the company or in a relevant area for the Board of Directors position, or has at least five years' experience in one or more of the following (or a combined five years' experience in at least two or more of the following): a senior position in the business management of a corporation with a substantial scope of business, a senior public officer or a senior position in the public service or a senior position in the field of the company's business.

#### **6C.4 FINANCIAL EXPERTS UNDER THE ISRAELI COMPANIES LAW**

In accordance with the Israeli Companies Law, Partner's Board of Directors has determined that the minimum number of directors with "accounting and financial expertise" that Partner believes is appropriate, in light of the particulars of Partner and its activities, is three. Under the Israeli Companies Law, only one of such "experts" is required to be an external director. The Board of Directors has determined that ten of our current directors have "accounting and financial expertise": Mr. Adam Chesnoff, Mr. Fred Gluckman, Mr. Sumeet Jaisinghani, Mr. Yoav Rubinstein, Mr. Ilan Ben Dov, Dr. Michael Anghel, Mr. Barry Ben-Zeev (Woolfson), Ms. Osnat Ronen, Mr. Yahel Shachar and Mr. Arie Steinberg.

#### **6C.5 NASDAQ CORPORATE GOVERNANCE RULES AND OUR PRACTICES**

Under NASDAQ Rule 5615(a)(3), a foreign private issuer such as the Company may follow its home country practice in lieu of the requirements of the NASDAQ Rule 5600 Series ("Corporate Governance Requirements"), with certain exceptions, provided that it discloses each requirement that it does not follow and describes the home country practice followed in lieu of such requirement. We describe below the areas where we follow our home country practice rather than the NASDAQ Corporate Governance Requirements:

- In order to comply with the conditions and restrictions imposed on us by the Ministry of Communications, including in our mobile license, in relation to ownership or control over us, under certain events specified in our Articles of Association, the Board of Directors may determine that certain ordinary shares are dormant shares. Consequently, we received an exemption from NASDAQ with respect to its requirement (now under NASDAQ Rule 5640) that voting rights of existing shareholders of publicly traded common stock registered under Section 12 of the US Securities Exchange Act cannot be disparately reduced or restricted through any corporate action or issuance.
- As permitted under Israeli Companies Law, the Company's Board of Directors generally proposes director nominees for shareholder approval. The conditions of NASDAQ Rule 5605(e), that director nominees must either be selected or recommended to the Board by the independent directors or a nomination committee comprised solely of independent directors, are thus not satisfied.
- We received an exemption from the requirement set out in NASDAQ Rule 5635(c) that listed companies receive shareholder approval when certain stock option or purchase plans are to be established or materially amended, or certain other equity compensation arrangement made or materially amended. This exemption was granted based on the fact that the NASDAQ requirement is inconsistent with applicable Israeli legal requirements, which require approval from a company's Board of Directors upon the establishment or amendment of such a plan, except that approval of the shareholders' meeting would be required for the grant of options to the Chief Executive Officer, directors or controlling partners.
- In compliance with the Israeli Companies Law, which requires that at least two members of the Board of Directors satisfy the conditions of "external directors", two of our twelve directors are external directors. Such external directors also satisfy the NASDAQ criteria for "independent directors". However, the requirement of NASDAQ Rule 5605(b), that a majority of the Board of Directors be comprised of independent directors, is thus not satisfied.



## 6C.6 BOARD COMMITTEES

The Company's Articles of Association provide that the Board of Directors may delegate its authorities or any part of them to committees of the Board of Directors as it deems appropriate, subject to the provisions of the Israeli Companies Law. Our Board of Directors has established an audit committee, a compensation committee and a security committee.

## 6C.7 AUDIT COMMITTEE

Pursuant to the rules of the Securities and Exchange Commission (the "SEC") and the listing requirements of the NASDAQ Global Select Market, as a foreign private issuer, we are required to establish an audit committee consisting only of members who are U.S. "independent" directors as defined by SEC rules. In accordance with the Company's Audit Committee Charter, our audit committee is responsible among other things, for overseeing the Company's financial reporting process and the audits of the Company's financial statements, including monitoring the integrity of the Company's financial statements and the independence and performance of the Company's internal and external auditors. Our audit committee is also directly responsible for the appointment, remuneration and oversight of our independent auditor.

The Israeli Companies Law requires public companies, including Partner, to appoint an audit committee comprised of at least three Board of Directors members, including all the company's external directors, the majority of whom must be Israeli independent directors and the chairman of the audit committee is required to be an external director. Under the Israeli Companies Law neither the controlling party or his relative, the chairman of the Board of Directors, any director employed by the company or by its controlling party or by an entity controlled by the controlling party, any director who regularly provides services to the company, to its controlling party or to an entity controlled by the controlling party, nor any director who derives most of its income from the controlling party, may be eligible to serve as a member of the audit committee.

The responsibilities of our audit committee under the Israeli Companies Law include, inter alia, identifying irregularities in the management of the company's business and approving related party transactions as required by law, determining whether certain related party actions and transactions are "material" or "extraordinary" in connection with their approval procedures, assessing the scope of work and remuneration of the company's independent auditor, assessing the company's internal audit system and the performance of its internal auditor and making arrangements regarding the handling of complaints by employees about company's business management deficiencies and regarding the protection given to employees who have made complaints. Following Amendment 22 to the Israeli Companies Law (that was indirectly amended by the Centralization Law), the audit committee is now authorized to determine, with respect to related party transactions with a controlling shareholder or in which the controlling shareholder has a personal interest, even if they are not extraordinary transactions, an obligation to conduct a competitive process (to be supervised by the audit committee, or any person authorized on its behalf or via any other method approved by the audit committee) or to determine that other processes will be conducted prior to the engagement in such transactions and all in accordance with the type of transaction. The specific criteria for such a process may be determined by the audit committee annually in advance. In addition, the audit committee is now authorized to determine the approval process for transactions that are not negligible, as well as determine which types of said transactions would require the approval of the audit committee. "Non-negligible transactions" are defined as related party transactions with a controlling shareholder or in which the controlling shareholder has a personal interest, that the audit committee has deemed not to be an extraordinary transaction, but which have also been classified by the audit committee as a non-negligible transaction. Additionally, the audit committee may decide on such classifications for these types of transactions, based on criteria set annually in advance.

Our audit committee is comprised of three Board of Directors members: Dr. Michael Anghel (external director), Mr. Barry Ben Zeev (committee chairman; external director), and Mr. Arik Steinberg (independent director). All of the audit committee members meet the SEC's definition of independent directors for the purpose of serving as audit committee members as well as the Israeli Companies Law's definition of independent directors. In accordance with the SEC definition of "independent" director, none of them is an affiliated person of Partner or any subsidiary of Partner.

The Board of Directors has determined that all three audit committee members are "audit committee financial experts" as defined by applicable SEC regulations. See "Item 16A. Audit Committee Financial Expert" below.

#### **6C.8 COMPENSATION COMMITTEE**

The Israeli Companies Law requires public companies, including Partner, to appoint a compensation committee comprised of at least three Board of Directors members, including all the company's external directors who must constitute the majority of its members. Other members of the committee should be directors whose terms of compensation are the same as external directors and the chairman of the compensation committee is required to be an external director.

Under the Israeli Companies Law, the compensation committee's responsibilities include recommending to the Board of Directors, a compensation policy for office-holders to be approved by the shareholders of the Company. The compensation committee also makes recommendations to the Board of Directors once every three years regarding the continuing effectiveness of the compensation policy, reviews modifications to the compensation policy from time to time and its implementation and approves the actual compensation terms of Office Holders which require the compensation committee's approval according to the relevant provisions of the Israeli Companies Law.

Our compensation committee is comprised of three Board of Directors members: Dr. Michael Anghel (external director), Mr. Barry Ben Zeev (committee chairman; external director) and Mr. Arik Steinberg (independent director).

#### **6C.9 SECURITY COMMITTEE**

Pursuant to an amendment to our license from April 2005, a Board of Directors committee has been formed to deal with security matters. Only directors with the required clearance and those deemed appropriate by Israel's General Security Service may be members of this committee. The committee must consist of at least four members, who are subject to the clearance required from the Israeli General Security Service and at least one external director. Where any matter requires a Board of Directors' resolution and it is a security matter, then the committee should be authorized to discuss and to resolve such security matter and the resolution should bind the Company. However, in cases where the security matter concerned requires review by the Board of Directors or the audit committee according to the Israeli Companies Law or other applicable law, such as a transaction with a related party, it should be submitted for approval in accordance with the requirements of the applicable U.S. law, the Israeli Companies Law and any other applicable laws, provided that, in any case, only directors with security clearance can participate in any forum which will deal with security matters. On April 12, 2005, our Board of Directors approved the formation of the security committee to consist of four Israeli directors, who are subject to Israeli security clearance and security compatibility to be determined by the General Security Service. Currently, Dr. Michael Anghel, Ms. Osnat Ronen, Mr. Yahel Shachar and Mr. Elon Shalev are members of the security committee subject to clearance by the Israeli General Security Service.

#### **6C.10 INTERNAL AUDITOR**

The Israeli Companies Law requires the Board of Directors of a public company to appoint an internal auditor nominated by the audit committee. A person who does not satisfy certain independence requirements may not be appointed as an internal auditor. The role of the internal auditor is to examine, among other things, the compliance of the company's conduct with applicable law and orderly business procedures. Our internal auditor is Mr. Yehuda Motro, formerly the internal auditor of the Tel Aviv Stock Exchange.

#### **6C.11 FIDUCIARY DUTIES OF AN OFFICE HOLDER**

The Israeli Companies Law governs the duty of care and duty of loyalty which an Office Holder owes to the company. An "Office Holder" is defined in the Israeli Companies Law as a director, general manager, chief executive officer, executive vice president, vice president, or any other person assuming the responsibilities of any of the foregoing positions without regard to such person's title and other managers directly subordinated to the general manager.

The duty of loyalty requires the Office Holder to act in good faith and in the company's favor and to avoid any conflict of interest between the Office Holder's position in the company and personal affairs, and proscribes any competition with the company or the exploitation of any business opportunity of the company in order to receive personal advantages for him or others. This duty also requires him to reveal to the company any information or documents relating to the company's affairs that the Office Holder has received due to his position as an Office Holder. The duty of care requires an Office Holder to act in a way that a reasonable Office Holder would have acted in the same position and under the same circumstances. This includes the duty to utilize reasonable means to obtain information regarding the advisability of a given action submitted for his approval or performed by virtue of his position and all other relevant information.

#### **6C.12 APPROVAL OF RELATED PARTY TRANSACTIONS AND COMPENSATION**

The Israeli Companies Law requires that a transaction between the company and its Office Holder, and also a transaction between the company and another person in which an Office Holder has a personal interest, requires the approval of the Board of Directors if such a transaction is not an "extraordinary transaction", although, as permitted by law and subject to any relevant stock exchange rule, our Articles of Association allow the audit committee to approve such a transaction, without the need for approval from the Board of Directors. If such a transaction is an extraordinary transaction (that is, a transaction not in the ordinary course of business, not on market terms, or that is likely to have a material impact on the company's profitability, assets or liabilities), generally in addition to audit committee approval, the transaction also must be approved by our Board of Directors, and, in certain circumstances, also by the general meeting of shareholders. Under the Israeli Companies Law, an extraordinary transaction between a public company and a controlling party of the company or an extraordinary transaction between a public company and another person, in which the controlling party has a personal interest (including a private placement), and a transaction between a public company and a controlling party or his relative, directly or indirectly, including, without limitation, via an entity controlled by the controlling party, for receiving services by the company (and if the controlling party is also an Office Holder in the company for his terms of service, and if he is an employee of the company (but not an Office Holder in it) his employment in the company) must be approved by the audit committee or the compensation committee if relates to terms of employment (as the case may be), the Board of Directors and the shareholders, provided that either: (a) the majority of votes in favor of the transaction shall include at least a majority of the votes of shareholders who do not have a personal interest in approval of the transaction who participate in the voting, or (b) the total number of objecting votes of the shareholders mentioned in clause (a) does not exceed 2% of the total voting rights in the company.

The terms of employment of Office Holders require the approval of the compensation committee and the Board of Directors. The terms of employment of directors and the Chief Executive Officer must also be approved by the general meeting of shareholders. See "Item 6C.8 Compensation Committee".

Changes to existing terms of employment of Office Holders (other than directors) can be made with the approval of the compensation committee only (following adoption of the Compensation Policy), if the committee determines that the change is not substantially different from the existing terms.

Shareholder approval is also required with respect to determining the terms of employment of a director or the Chief Executive Officer. See "Item 6C.8 Compensation Committee". Notwithstanding the foregoing, a company may be exempted from receiving shareholder approval with respect to the terms of employment of a candidate for a Chief Executive Officer position, if such candidate meets certain independence criteria, the terms are in line with the Compensation Policy and the compensation committee has determined for specified reasons that shareholder approval would prevent the engagement.

Under the Israeli Companies Law and related regulations, the compensation payable to external directors and Israeli independent directors is subject to certain further limitations.

The Israeli Companies Law requires that an Office Holder or a controlling party promptly disclose any personal interest that he has and all related material information known to him, in connection with any existing or proposed transaction by the company. The company may then approve the transaction in accordance with the provisions of its Articles of Association and the Israeli Companies Law. Under the Israeli Companies Law, if the Office Holder or a controlling party has a personal interest in the transaction, an approval that the transaction is in the best interest of the company is required.

In most circumstances, the Israeli Companies Law restricts Office Holders who have a personal interest in a matter which is considered at a meeting of the Board of Directors or the audit committee from being present at such meeting, participating in the discussions or voting on any such matter.

For information concerning the direct and indirect personal interests of certain of our Office Holders and principal shareholders in certain transactions, See "ITEM 7 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS"

#### **6C.13 DUTIES OF A SHAREHOLDER**

Under the Israeli Companies Law, a shareholder has a general duty to act in good faith and in a customary manner towards the company and the other shareholders and to refrain from improperly exploiting his power in the company, particularly when voting in the general meeting of shareholders on (a) any amendment to the articles of association, (b) an increase of the company's authorized share capital, (c) a merger, or (d) approval of related party transactions which require shareholder approval. A shareholder should also avoid deprivation of other shareholders. In addition, any controlling shareholder, any shareholder who knows that it possesses power to determine the outcome of a shareholder vote and any shareholder that, pursuant to the provisions of the articles of association, has the power to appoint or prevent an appointment of an Office Holder in the company or any other power towards the company, is under a duty to act in fairness towards the company under the Israeli Companies Law.

#### **6C.14 INDEMNIFICATION**

As permitted by the Israeli Companies Law, our Articles of Association provide that Partner may indemnify an Office Holder of Partner to the fullest extent permitted by law.

Without derogating from the foregoing, and subject to limitations set forth in the Israeli Securities Law (see "Item 4B.13d - vii Securities Administrative Enforcement"), our Articles of Association specifically provide that Partner may indemnify an Office Holder of Partner for liability or expense he incurs or that is imposed upon him as a result of an action or inaction by him (or together with other Office Holders of Partner) in his capacity as an Office Holder of Partner including (subject to specified conditions) also in advance, as follows:

- 1) financial liability incurred by, or imposed upon the Office Holder in favor of another person in accordance with a judgment, including a judgment given in a settlement or a judgment of an arbitrator, approved by an authorized court.

- 2) reasonable litigation expenses, including legal fees, incurred by the Office Holder or which he was ordered to pay by an authorized court.
  - (a) in the context of a proceeding filed against him by Partner or on Partner's behalf or by a third party.
  - (b) in a criminal proceeding in which he was acquitted.
  - (c) in a criminal proceeding in which he was convicted of an offense which does not require criminal intent.
- 3) reasonable litigation expenses, including legal fees, incurred by the Office Holder due to an investigation or proceeding conducted against him by an authority authorized to conduct such investigation and which ended without filing of an indictment against him and without the imposition of a financial liability as a substitute for a criminal proceeding or that was ended without filing of an indictment against him but for which he was subject to a financial liability as a substitute for a criminal proceeding relating to an offense which does not require criminal intent, within the meaning of the relevant terms under the law.\*

\* As permitted by the Israeli Companies Law and the Israeli Securities Law, amendments to the Company's Articles of Association will be submitted for shareholder approval, to include an amendment to clause (3) above by adding at its end "or in connection with a financial sanction ("itzum kaspi")," and by adding the following clauses:

- (4) payment to an injured party as a result of a violation set forth in Section 52.54(a)(1)(a) of the Israeli Securities Law, including by indemnification in advance.
- (5) expenses incurred in connection with a proceeding ("halich") under Chapters H3, H4 or I1 of the Israeli Securities Law, or under Chapter 4 of Part 9 of the Israeli Companies Law, in connection with any affairs, including reasonable legal expenses, which term includes attorney fees, including by indemnification in advance."

Our Articles of Association also permit us to indemnify any Office Holders of Partner for any other liability or expense in respect of which it is permitted or will be permitted under applicable law to indemnify an Office Holder of Partner.

The Israeli Companies Law and our Articles of Association also permit us to undertake in advance to indemnify an Office Holder with respect for items (2) and (3) above, as well as for items (4) and (5) above, in the event the amendments to our Articles of Association is approved, or any other matter permitted by law. The Israeli Companies Law and our Articles of Association also permit us to undertake in advance to indemnify an Office Holder with respect to item (1) above, provided however, that the undertaking to indemnify is restricted to events which in the opinion of the Board of Directors are anticipated in light of Partner's activities at the time of granting the undertaking to indemnify, and is limited to a sum or measurement determined by the Board of Directors to be reasonable under the circumstances. The undertaking to indemnify shall specify the events that, in the opinion of the Board of Directors are expected in light of the Company's actual activity at the time of grant of the undertaking and the sum or measurement which the Board of Directors determined to be reasonable under the circumstances.

The Israeli Companies Law combined with our Articles of Association also permit us to indemnify an Office Holder retroactively for all kinds of events, subject to any applicable law.

In no event may we indemnify an Office Holder for any of the following:

- (1) a breach of the duty of loyalty toward us, unless the Office Holder acted in good faith and had reasonable grounds to assume that the action would not harm Partner's interest;
- (2) a breach of the duty of care done intentionally or recklessly ("pizut") other than if made only by negligence;
- (3) an act intended to unlawfully yield a personal profit;
- (4) a fine, a civil fine ("knas ezrahi"), a financial sanction ("itzum kaspi") or a penalty ("kofer") imposed on him; and
- (5) a Proceeding ("halich").

We have undertaken to indemnify our Office Holders, subject to certain conditions as aforesaid. We consider from time to time the indemnification of our Office Holders, which indemnification will be subject to approval of our compensation committee, Board of Directors and in certain cases, such as indemnification of directors and the CEO, also of our shareholders.

Under the indemnification letters granted to Office Holders prior to the extraordinary general meeting of shareholders held on October 17, 2013 ("October 2013 EGM"), the aggregate indemnification amount payable by us to Office Holders and other indemnified persons pursuant to all letters of indemnification issued to them by us will not exceed the higher of (i) 25% of shareholders equity and (ii) 25% of market capitalization, each measured at the time of indemnification (the "Combined Maximum Indemnity Amount", and "the Original Indemnification Letter").

Under the indemnification letters granted to Office Holders after the October 2013 EGM, the aggregate indemnification amount payable by us to Office Holders (including, inter alia, Office Holders nominated on behalf of Partner in Subsidiaries) pursuant to all letters of indemnification issued or that may be issued to them by Partner on or after the October 2013 EGM, will not exceed 25% of shareholders equity (according to the latest reviewed or audited financial statements approved by Partner's Board of Directors prior to approval of the indemnification payment) ("the Revised Indemnification Letter"). However, under the circumstances where indemnification for the same event is to be made in parallel under the Revised Indemnification Letter and to one or more indemnified persons under the Original Indemnification Letter, the maximum indemnity amount for the indemnified persons that received the Revised Indemnification Letter shall be adjusted so it does not exceed the Combined Maximum Indemnity Amount to which any other indemnified person is entitled under the Original Indemnification Letter.

#### **6C.15 RELEASE**

The Companies Law and our Articles of Association authorize the Company, subject to obtaining the required approvals (of our compensation committee, Board of Directors and in certain cases, such as release of directors and the CEO, also of our shareholders), to release our Office Holders, in advance, from such persons' liability, entirely or partially, for damage in consequence of the breach of the duty of care toward us. Notwithstanding the foregoing, we may not release such person from such person's liability, resulting from any of the following events: (i) the breach of duty of loyalty towards us; (ii) the breach of duty of care made intentionally or recklessly ("*prizut*"), other than if made only by negligence; (iii) an act intended to unlawfully yield a personal profit; (iv) a fine ("*knass*"), a civil fine ("*knass ezrahi*"), a financial sanction ("*itzum caspi*") or a penalty ("*kofer*") imposed upon such person; and (v) the breach of duty of care in a distribution ("*haluka*").

#### **6C.16 INSURANCE**

The Israeli Companies Law and the Company's Articles of Association authorize the Company (subject to certain exceptions) to enter into an insurance contract, and to arrange and pay all premiums in respect of an insurance contract, for the insurance of the liability of our Office Holders for liabilities the Office Holder incurs as a result of a direct or indirect action or inaction undertaken by such person (or together with other Office Holders of the Company) in his capacity as an Office Holder of the Company for any of the following:

- (1) The breach of the duty of care towards the Company or towards any other person;
- (2) The breach of the duty of loyalty towards the Company provided that the Office Holder has acted in good faith and had reasonable grounds to assume that the action would not harm the Company;
- (3) A financial liability imposed on him in favor of another person;
- (4) A payment which the office holder is obligated to pay to an injured party as set forth in section 52.54(a)(1)(a) of the Securities Law and expenses that the Office Holder incurred in connection with a proceeding under Chapters H3, H4 or I1 of the Securities Law, or under Chapter 4 of Part 9 of the Israeli Companies Law, in connection with any affairs, including reasonable legal expenses, which term includes attorney fees.
- (5) Any other matter in respect of which it is permitted or will be permitted under any law to insure the liability of an Office Holder in the Company.

**6D. Employees**

At December 31, 2013, we had 4,045 employees on a full time equivalent basis, compared with 5,396 employees at December 31, 2012, and 7,891 at December 31, 2011. The number of full-time equivalent employees at year-end 2011, 2012 and 2013, according to their activity, was as follows:

	<u>2011</u>	<u>At December 31 2012</u>	<u>2013</u>
Customer service*	5,092	3,107	2,115
Engineering	548	387	315
Sales and sales support*	792	808	653
Information technology	399	372	315
Marketing and Content	158	82	65
Finance	209	135	95
Human resources	178	143	115
Operations & Logistics	376	266	298
Remaining operations	138	95	74
<b>TOTAL</b>	<b>7,891</b>	<b>5,396</b>	<b>4,045</b>

\*Many positions in Customer service and Sales and sales support are filled by more than one part-time employee so that the employee headcount for those activities is about 15% greater than the number of full-time equivalents set forth above.

For information regarding the reduction in employee headcount, see "Item 5A.1b Business Developments in 2013".

Substantially all of our employees have entered into employment contracts with us, terminable at will by either party.

Our employees are not currently covered by a collective bargaining agreement. However, see also Item "3D.2d In the event our employees are unionized, management's flexibility to adapt operations to market conditions may be reduced, and our operating expenses may be increased, which could adversely impact our results." In addition, we are subject to various Israeli labor laws and practices, as well as orders extending certain provisions of collective bargaining agreements between the Histadrut, currently the largest labor organization in Israel, and the Coordinating Bureau of Economic Organizations, the federation of employers' organizations. Such laws, agreements and orders cover a wide range of areas and impose minimum employment standards including, working hours, minimum wages, vacation and severance pay, and special issues, such as equal pay for equal work, equal opportunity in employment, and employment of women, youth, disabled persons and army veterans.

Furthermore, the Extension Order for Comprehensive Pension Insurance in the Economy (the "Pension Extension Order") has applied since 2008. Pursuant to the Pension Extension Order, the employee's contributions and employer's contributions have increased each year until they reach a total of 17.5% in year 2014. From 2011 onwards, the provisions increase as follows:

From day onwards	Employee provisions	Employer provisions	Employer provisions for compensation	Total
1.1.2011	3.33%	3.33%	3.34%	10%
1.1.2012	4.16%	4.16%	4.18%	12.5%
1.1.2013	5%	5%	5%	15%
1.1.2014	5.5%	6%	6%	17.5%

The more senior employees are entitled to a full pension insurance, in the amounts as follows (amounts vary according to choice of a pension fund or a manager's insurance fund): employer provision for pension and compensation: 13.33% - 15.83% of the employee's salary and employee provision for pension: 5% - 5.5% of the employee's salary.

We also offer some of our employees the opportunity to participate in a "Continuing Education Fund," which also functions as a savings plan. Each of the participating employees contributes an amount equal to 2.5% of their salary and we contribute between 5% and 7.5% of such employee's salary.

According to the National Insurance Law, Israeli employers and employees are required to pay predetermined sums to the National Insurance Institute. These contributions entitle the employees to health insurance and benefits in periods of unemployment, work injury, maternity leave, disability, reserve military service, and bankruptcy or winding-up of the employer. We have never experienced a strike or work stoppage and no material labor-related claims are pending. We believe that our relations with our employees are good.

Since October 2001, most of our employees participate in a Health Insurance Program which provides additional benefits and coverage which the public health system does not provide. Eligibility to participate in the policy does not depend on seniority or position.

#### 6E. Share Ownership

As of January 31, 2014, to the best of the Company's knowledge, none of our directors or senior management held more than 1% of our issued and outstanding ordinary shares, except as set forth under Item 7A. Directors and senior management do not have different voting rights than other shareholders of the Company.

As of January 31, 2014, our senior management held, in the aggregate, options to purchase up to 2,817,500 of our ordinary shares, of which 1,856,917 options were vested and exercisable as of that date. No individual senior manager holds options to purchase 1% or more of our outstanding ordinary shares. No options have been granted to our directors.

The table below sets forth the number of outstanding options held by our senior management of the Company according to exercise price and expiration date as of January 31, 2014:

Weighted average exercise price (NIS)	Number of options held	Option expiration Year
53.44	5,000	2017
47.39	230,000	2019
61.64	513,750	2020
43.01	1,088,750	2021
22.77	830,000	2022
23.61	150,000	2023
<b>39.79</b>	<b>2,817,500</b>	<b>TOTAL</b>



6E.1 2004 SHARE OPTION PLAN

6E.1a

Share options were granted to employees in accordance with the 2004 Share Option Plan (the "Plan"). The total number of Company's shares reserved for issuance upon exercise of all options granted under the Plan is 13,917,000 shares. Upon exercise each option derives one ordinary share that confers the same rights as the other ordinary shares of the Company. The Plans principal terms include:

Exercise price adjustment:

The exercise price shall be reduced in the following events: (1) dividend distribution other than in the ordinary course, and (2) ordinary dividends: for some options by a dividend in excess of 40% of the Company's net income for the relevant period per share, and for some options, by the gross dividend amount per share ("Full Dividend Mechanism");

Cashless exercise:

Most options may only be exercised on a cashless basis; other option holders may choose between cashless exercise and the regular option exercise procedure. In accordance with cashless exercises, the option holder would receive from the Company, without payment of the exercise price, only the number of shares whose aggregate market value equals the economic gain which the option holder would have realized by selling all the shares purchased at their market price, net of the option exercise price.

Information in respect of options granted under the Plan is set forth below:

	<u>Through December 31, 2013</u>
	<u>Number of options or shares</u>
Options granted	19,688,115
Shares issued upon exercises	(5,669,407)
Options cancelled upon net exercises, expiration and forfeitures	<u>(7,090,326)</u>
Outstanding	6,928,382
Of which:	
Exercisable	4,818,696
Vest in 2014	1,865,103
Vest in 2015	194,583
Vest in 2016	50,000
Ungranted	1,319,211

In 2013, 292,500 share options were granted to senior officers and managers of the Company and its subsidiary, following the approval of the Company's Board of Directors, compared to 1,795,340 share options granted during 2012.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

7A. Major Shareholders

The following table sets forth certain information as of January 31, 2014, with respect to each person whom we believe to be the beneficial owner of 5% or more of our ordinary shares. Except where otherwise indicated, we believe, based on information furnished to us by the principal shareholders, that the beneficial owners of the ordinary shares listed below have sole investment and voting power with respect to such ordinary shares. None of our major shareholders has any different voting rights than any other shareholder. See "Item 10B.3 Rights Attached to Shares".

Name	Shares beneficially owned	Issued Shares (1)%	Issued and Outstanding Shares (1)%
S.B. Israel Telecom Ltd.(2)	48,050,000	30.00	30.87
Scailex Corporation Ltd., together with Suny Electronics Ltd. (3)	21,723,413	13.56	13.95
Phoenix-Excellence Group (4)	9,234,663	5.77	5.93
Treasury shares (5)	4,467,990	2.79	–
Public (6)	76,678,926	47.88	49.25
<i>Total</i>	160,154,992	100.00	100.00

- (1) As shown above and used throughout this annual report, the term "Issued and Outstanding Shares" does not include any treasury shares held by the Company. Treasury shares, which are included in "Issued Shares", have no voting, dividend or other rights under the Israeli Companies Law, as long as they are held by the Company ("dormant shares").
- (2) S.B. Israel Telecom, an affiliate of Saban Capital Group, a private investment firm, based in Los Angeles, California, specializing in the media, entertainment and communications industries held on January 31, 2014, approximately 30.87% of our Issued and Outstanding shares and voting rights. S.B. Israel Telecom also purchased from Scailex 2,983,333 ordinary shares representing another, approximately 1.91% of our Issued and Outstanding shares and voting rights, which shares are to be transferred by Scailex to S.B. Israel Telecom free and clear of any lien on one or more future deferred closing dates, subject to the conditions set forth in the share purchase agreement entered into between Scailex and S.B. Israel Telecom. See "Item 3D.3a 30.87% of our issued and outstanding shares and voting rights are held by our largest shareholder, who has entered into a shareholders' agreement with our second largest shareholder, whose holdings, when aggregated with those of its parent company, amount to 13.95% of our issued and outstanding shares and voting rights." Scailex retained the entitlement to dividends in respect of the 44,850,000 Ordinary Shares transferred to S.B. Israel Telecom Ltd. at closing (representing at that time approximately 28.82% of our issued and outstanding shares) out of the amount of distributable profits accrued as of December 31, 2012, up to an aggregate amount of approximately NIS 115,000,000.
- (3) Scailex, an Israeli corporation listed on the Tel Aviv Stock Exchange, held on January 31, 2014, approximately 12.55% of our Issued and Outstanding shares and voting rights. Scailex is a majority owned subsidiary of Suny Electronics Ltd. ("Suny"), an Israeli corporation listed on the Tel Aviv Stock Exchange which is indirectly controlled by Mr. Ilan Ben-Dov, one of our directors. Suny held 1.40% of our Issued and Outstanding shares and total voting rights as of such date. As a result of his indirect control of Scailex and Suny, Mr. Ilan Ben-Dov indirectly controlled 13.95% of our Issued and Outstanding shares and total voting rights as of January 31, 2014. Scailex retained the entitlement to dividends in respect of the 44,850,000 Ordinary Shares transferred to S.B. Israel Telecom Ltd. at closing (representing at that time approximately 28.82% of our issued and outstanding shares) out of the amount of distributable profits accrued as of December 31, 2012, up to an aggregate amount of approximately NIS 115,000,000.
- (4) Phoenix Holdings Ltd., an Israeli corporation listed on the Tel Aviv Stock Exchange ("Phoenix") holds shares in the Company directly as well as through its wholly owned subsidiaries. Excellence Investments Ltd., an Israeli corporation listed on the Tel Aviv Stock Exchange ("Excellence"), which is controlled by Phoenix, holds shares in the Company directly as well as through other wholly-owned subsidiaries (Phoenix, Excellence and their subsidiaries collectively, the "Phoenix-Excellence Group"). 1,935,000 shares of the 9,234,663 shares held by the Phoenix-Excellence Group, representing approximately 1.24% of our Issued and Outstanding shares and total voting rights, are registered in the Company's Shareholders Register as part of the shares held by Israeli founding shareholders from among our founding shareholders and their approved substitutes.

- (5) Treasury shares do not have a right to dividends or to vote.
- (6) The shares under "Public" include 3,080,457 shares held by Israeli founding shareholders from among our founding shareholders and their approved substitutes. These shares, together with 2,173,126 shares held by Suny, 869,129 shares held by Scailex and 1,935,000 shares held by the Phoenix-Excellence Group, represent 5.03% of our issued shares (approximately 5.18% of the Issued and Outstanding Shares). Under the terms of our mobile telephone license, the Israeli founding shareholders from among our founding shareholders and their approved substitutes must hold at least 5% of our issued and outstanding share capital and of each of our means of control. The Israeli founding shareholders must meet the requirements of "Israeli entities" which are defined as individuals who are citizens and residents of Israel and entities formed in Israel and controlled, directly or indirectly, by individuals who are citizens and residents of Israel, provided that indirect control is only through entities formed in Israel, unless otherwise approved by the Minister of Communications.

As of January 31, 2014, to the best of the Company's knowledge, none of our directors and senior management held more than 1% of our outstanding ordinary shares, except as otherwise set forth above; their holdings have been included under "Public" in the table above. For information regarding options held by our senior management to purchase ordinary shares, see "6E- Share Ownership".

We are not aware of any arrangements that might result in a change in control of our Company. See however, "Item 3D.3a 30.87% of our issued and outstanding shares and voting rights are held by our largest shareholder, who has entered into a shareholders' agreement with our second largest shareholder, whose holdings, when aggregated with those of its parent company, amount to 13.95% of our issued and outstanding shares and voting rights."

#### **7A.1 PRINCIPAL SHAREHOLDERS**

On January 29, 2013, approximately 30.87% of our issued and outstanding shares were purchased by S.B. Israel Telecom Ltd., which is an affiliate of Saban Capital Group. S.B. Israel Telecom purchased shares representing at that time (i) approximately 28.82% of our issued and outstanding shares from Scailex, and (ii) approximately 2.06% of our issued and outstanding shares from Leumi Partners Ltd., a company wholly owned by Bank Leumi le-Israel B.M. S.B. Israel Telecom's total holdings thus amounted to approximately 30.87% of our issued and outstanding shares and voting rights, and Scailex's holdings, when aggregated with those of its parent company, Suny, amounted at that time to 17.12% of our issued and outstanding shares and voting rights. S.B. Israel Telecom also purchased from Scailex, on January 29, 2013, 2,983,333 ordinary shares of the Company representing another 1.91% of our issued and outstanding shares and voting rights, which shares are to be transferred by Scailex to S.B. Israel Telecom free and clear of any lien on one or more future deferred closing dates, subject to the conditions set forth in the share purchase agreement entered into between Scailex and S.B. Israel Telecom. As of January 31, 2014 S.B. Israel Telecom holds approximately 30.87% and Scailex, together with Suny, holds approximately 13.95% of our issued and outstanding shares.

As our largest shareholder, S.B. Israel Telecom has the ability to significantly influence our business through its ability to appoint directors serving on our Board of Directors and thereby substantially control all actions that require approval by our Board of Directors. See "Item 3D.3a-30.87% of our issued and outstanding shares and voting rights are held by our largest shareholder, who has entered into a shareholders' agreement with our second largest shareholder, whose holdings, when aggregated with those of its parent company, amount to 13.95% of our issued and outstanding shares and voting rights."

Neither S.B. Israel Telecom nor Scailex is obligated to provide us with financial support or to exercise its rights as a shareholder in our best interests or in the best interests of our minority shareholders and noteholders, and each of our two largest shareholders may engage in activities that conflict with such interests. If the interests of either of our two largest shareholders conflict with the interests of our other shareholders and noteholders, those shareholders and noteholders could be disadvantaged by the actions that this shareholder may pursue.

#### 7A.2 AGREEMENT BETWEEN THE TWO PRINCIPAL SHAREHOLDERS

Pursuant to a Schedule 13D filed by S.B. Israel Telecom and certain of its affiliates on January 29, 2013, with the United States Securities and Exchange Commission:

On January 29, 2013, S.B. Israel Telecom and Scailex entered into a shareholders' agreement with respect to their holdings of Ordinary Shares, regulating their mutual agreement relative to the Company (the "Shareholders' Agreement"). Subject to applicable law, under the Shareholders' Agreement, S.B. Israel Telecom and Scailex have agreed to hold a preliminary meeting to coordinate a uniform vote in advance of each shareholders' meeting of the Company. This voting arrangement will apply so long as S.B. Israel Telecom and its affiliates hold more Ordinary Shares than Scailex, its affiliates and any third party to whom Scailex sells 5% or more of the outstanding Ordinary Shares, and which shall be joined to the Shareholders' Agreement (each, a "Joining Third Party"). Pursuant to the Shareholders' Agreement, any decisions of the preliminary meeting shall be made by a simple majority of the voting rights in the Company held by S.B. Israel, Scailex, their respective affiliates and any Joining Third Parties. Pursuant to the Shareholders' Agreement, the parties have agreed to vote in favor of the following items:

- a. the appointment of members to the Company's board of directors in accordance with the composition specified in the Shareholders' Agreement which provides, among other things, for the majority of the members of the board of directors to be candidates recommended by S.B. Israel Telecom;
- b. the execution of amendments to the Company's Articles of Association described in the Shareholders' Agreement;
- c. the approval of management agreements between S.B. Israel Telecom and/or its affiliates, on the one hand, and the Company, on the other hand;
- d. the approval of a registration rights agreement among the Company, S.B. Israel Telecom and Scailex, pursuant to which S.B. Israel Telecom and Scailex will be entitled to demand particular rights from the Company with respect to the registration of securities of the Company under applicable U.S. securities laws;
- e. the approval of run-off insurance for certain officers of the Company; and
- f. the approval of a release, indemnity and insurance for certain officers of the Company.

In addition, pursuant to the Shareholders' Agreement, the parties have agreed to vote against the adoption of any resolution or material amendment thereto not discussed at the relevant preliminary meeting.

The Shareholders' Agreement further provides that so long as Scailex and its affiliates cumulatively hold at least 10% of the Company's outstanding shares, subject to applicable law, S.B. Israel Telecom and its affiliates will not be allowed to approve any of the following actions during the Company's general meeting without receipt of Scailex's written consent:

- a. a material change in the Company's line of business, or entry into a material new line of business, provided, however, that engaging in or entering into any line of business in the telecommunications or media fields would not be deemed a change in the current line of business of the Company or entering into any material new businesses;

- b. a merger of the Company with a communications service-provider, or the acquisition thereof by the Company, in a transaction valued in excess of US\$250 million;
- c. the initiation of liquidation or dissolution proceedings, or a stay of proceedings or a creditors' arrangement;
- d. transactions with interested parties, apart from the management agreements, a purchase of Ordinary Shares within the scope of a rights offering of the Company, the pro-rata receipt of dividends or distributions or a new registration rights agreement;
- e. a change in the Company's share capital that has a material and disproportionate adverse impact on the rights attached to the Ordinary Shares held by Scailex, or the issuance of a class of shares (or similar security) senior to the Ordinary Shares;
- f. voluntary delisting of the Ordinary Shares from the Tel-Aviv Stock Exchange Ltd.; and
- g. amendments to the Company's Articles of Association that have a material and disproportionate adverse impact on Scailex's rights (provided that changing the majority vote required for the approval of a certain action would not be deemed to materially adversely affect Scailex's rights in a disproportionate manner).

Pursuant to the Shareholders' Agreement, S.B. Israel Telecom and Scailex have also agreed to vote their respective Ordinary Shares (including at an annual or special meeting of the Company's shareholders) and to take all necessary actions to ensure that the composition of the Company's board of directors will be as follows: (a) the majority of the members of the board of directors will be candidates recommended by S.B. Israel Telecom; (b) the number of members of the board of directors who will be candidates recommended by Scailex will be determined according to the percentage holdings of the Company's share capital by Scailex and its affiliates, as follows: two members, if Scailex and its affiliates hold at least 10%; one member, if Scailex and its affiliates hold at least 5% but less than 10%; *provided* that the composition of the Company's board of directors as stated above in sub-clauses (a) and (b) will not derogate from Scailex's right to be involved in the appointment of an "Israeli director" of the Company by the Company's shareholders that are classified as "Israeli founding shareholders". In addition, subject to applicable law, so long as Scailex is entitled to appoint at least one director, at least one director recommended by Scailex will be appointed as a member of each of the committees of the Company's board of directors. The Shareholders' Agreement also provides that the chairman of the Company's board of directors will be elected by a majority of the board members and will not have a casting vote. The provisions described in this paragraph will be rescinded on the date that Scailex and its affiliates own more Ordinary Shares than S.B. Israel Telecom and its affiliates.

Under the terms of the Shareholders' Agreement, Scailex is prohibited from transferring any Ordinary Shares held by Scailex and its affiliates, other than in accordance with the provisions of the Shareholders' Agreement. Pursuant to the Shareholders' Agreement, S.B. Israel Telecom will have a right of first offer in the event that Scailex or any of its affiliates seeks to transfer to a third party 5% or more of the issued and outstanding Ordinary Shares of the Company, and if S.B. Israel Telecom does not exercise its right of first offer, it will have a right to match with respect to the offered Ordinary Shares in the event an offer from a third party is made, at a price per share which is less than 108% of the price per share previously offered to S.B. Israel Telecom all subject to the terms and conditions set forth in the Shareholders' Agreement. The above right of first offer and right to match will not apply in connection with: (a) a distribution "in blocks" of Ordinary Shares in the public market; (b) a sale of Ordinary Shares in the public market; (c) a transfer of Ordinary Shares to a party controlled by Scailex (and which will join Scailex as a party to the Shareholders' Agreement); (d) a pledge of Ordinary Shares in connection with the assumption of a debt and/or in connection with a guarantee given in favor of an affiliate of Scailex; or (e) any sale to a third party by Scailex or any of its affiliates of less than 5% of the issued and outstanding Ordinary Shares of the Company during a consecutive 12-month period.

The Shareholders' Agreement may be terminated by S.B. Israel Telecom in the event of a change in control or insolvency event in respect of Scailex, and may be terminated by Scailex, based on reasonable considerations, in the event of a change in control or insolvency event in respect of S.B. Israel Telecom. The Shareholders' Agreement will terminate automatically in the event that either Scailex and its affiliates or S.B. Israel Telecom and its affiliates cumulatively hold less than 5% of the Company's share capital. In addition, the Shareholders' Agreement may be terminated by Scailex or S.B. Israel Telecom in the event that Scailex and its affiliates hold more Ordinary Shares than S.B. Israel Telecom and its affiliates.

### **7A.3 TERMINATION OF BANK LEUMI LTD. MINORITY RIGHTS UNDER ITS AGREEMENT WITH SCAILEX.**

In August 2009, in connection with its anticipated acquisition of approximately 51.3% of our issued and outstanding shares and voting rights, Scailex announced that it had entered into an agreement with Bank Leumi (the "Leumi Sales Agreement"), according to which Bank Leumi, or a company on its behalf, would purchase from Scailex 7,677,037 shares of the Company, representing at that time 4.99% of the Company's Issued and Outstanding shares. The shares were ultimately purchased by Leumi Partners. Scailex announced the closing of the Leumi Sales Agreement on October 28, 2009.

According to Scailex's announcement, the Leumi Sales Agreement included customary rights for the protection of minority shareholders, and provided Bank Leumi with a "tag along" right in the event Scailex sold its interest in the Company in a manner that would cause Scailex to lose control of the Company. In addition, for as long as Bank Leumi held at least 4,230,832 of the Company shares it purchased from Scailex, Scailex was required to use its voting power in the Company to cause the election of at least one director recommended by Bank Leumi.

In addition, the announcement stated that Bank Leumi had a veto right according to which, as long as it held the Company shares described above, the following matters could not be proposed to the Company's Board of Directors or shareholders (subject to applicable law), without Bank Leumi's prior written approval: (i) dissolution, split, or reorganization of the Company; (ii) a merger of the Company other than on market conditions; (iii) a material change in the Company's business; (iv) activities that could cause the Company's shares to be delisted from trading on either the Tel Aviv Stock Exchange or NASDAQ; (v) the allocation or private issuance of shares and/or options and/or convertible securities in the Company in an amount that exceeds one percent of the Company's issued and outstanding share capital (excluding options allocated to its employees and only after Bank Leumi has been consulted); and (vi) the appointment of an external auditor to the Company which is not one of the five largest accounting firms.

The Company was informed that on January 23, 2013, in connection with the sale of a portion of Scailex's shares to S.B. Israel Telecom, Leumi Partners and S.B. Israel Telecom entered into a share purchase agreement, pursuant to which S.B. Israel Telecom agreed to purchase from Leumi Partners 3,200,000 ordinary shares of the Company. According to the share purchase agreement, Leumi Partners' minority shareholder rights described above were to terminate as of the closing of the transaction. The Company was informed that the transaction was completed concurrently with the closing of the share sale transaction between Scailex and S.B. Israel Telecom on January 29, 2013.

### **7A.4 OTHER**

On January 31, 2014, 15,849,109 ADSs (equivalent to 15,849,109 ordinary shares) or approximately 10.18% of our total Issued and Outstanding ordinary shares, were held of record by 59 registered holders in the United States. There were 7 registered holder accounts of the 59 with registered addresses outside of the United States. Certain accounts of record with registered addresses other than in the United States may hold our ordinary shares, in whole or in part, beneficially for United States persons. We are aware that many ADSs and ordinary shares are held of record by brokers and other nominees and accordingly the above numbers are not necessarily representative of the actual number of persons who are beneficial holders of ADSs and ordinary shares, or the number of ADSs and ordinary shares beneficially held by such persons.

## **7B. Related Party Transactions**

### **7B.1 RELATIONSHIP AGREEMENT**

Our Israeli founding shareholders are parties to a Relationship Agreement with S.B. Israel Telecom and Scailex in relation to its direct holdings of our shares and the rights associated with such holdings. See Exhibit 4.(a).1.1 and Exhibit 4.(a).1.2 incorporated by reference in this annual report.

*License Conditions: Required Minimum Israeli and Founding Shareholder Percentages*

The parties to the Relationship Agreement have agreed that they shall at all times comply with the terms of our license requiring that our founding shareholders or their approved substitutes hold in aggregate at least 26% of our means of control, and that our Israeli founding shareholders or their approved substitutes (from among the founding shareholders and their approved substitutes) hold at least 5% of our means of control. See "Item 4B.13e Our Mobile Telephone License."

*Compulsory Transfer in the Event of Default*

If a party to the Relationship Agreement commits certain events of default described in the agreement, it may be required to offer its shares to the other parties on a pre-emptive basis. Events of default for this purpose include a breach of the Relationship Agreement which has a material adverse effect on Partner, and in the case of such breach, the purchase price at which the shares are to be sold will be market value less a 17.5% discount.

*Term and Termination*

The Relationship Agreement continues in full force and effect until we are wound up or cease to exist unless terminated earlier by the parties. The Relationship Agreement will terminate in relation to any individual party after it ceases to hold any share beneficially if it is required to comply with the minimum holding requirements for founding shareholders or Israeli founding shareholders, as applicable, and the transfer of the shares was not made in breach of the Relationship Agreement.

*Related agreement among Israeli founding shareholders*

A shareholders' agreement among the Israeli founding shareholders, or their approved substitutes, established the procedures, rights and obligations with respect to the appointment of the Israeli director.

**7B.2 TRANSACTIONS WITH SCAILEX**

*Samsung Products Agreement*

On December 27, 2009, our audit committee and Board of Directors approved the existing perennial agreement with Scailex, our principal shareholder as of October 28, 2009. The agreement was approved by our shareholders on April 28, 2010. Under the agreement, we purchase, from time to time, cellular handsets, accessories and spare parts which are manufactured by Samsung Electronics Ltd. and imported into Israel by Scailex.

The total volume of the transactions between Scailex and Partner under the Samsung Products Agreement shall not exceed NIS 200 million annually and the Company and Scailex may increase the scope of the annual purchases by an additional amount of up to NIS 20 million (instead of by NIS 50 million), subject however to the approval of the audit committee and the Board of Directors of each of the companies as detailed in the Samsung Products Agreement. The term of the Samsung Products Agreement shall be for a period of two years commencing on October 28, 2009, the date Scailex became our principal shareholder.

Pursuant to the terms of the Samsung Products Agreement, the prices of the Samsung Products shall be determined by negotiations between Scailex and the Company; however, Scailex's total and accumulative annual gross profit margin from transactions with Partner regarding each group of products (purchase of handsets, accessories or spare parts) ("Annual Gross Profit Margin") shall not exceed Scailex's average gross profit margin from the same group of products with any entity in which Scailex is not an interested party therein, during the same calendar year (the "Average Gross Profit Margin"). If Scailex's auditor confirms that the Annual Gross Profit Margin of any group of products, exceeds Scailex's Average Gross Profit Margin, from the same group of Products with any entity in which Scailex is not an interested party therein, by more than 10% of the Average Gross Profit Margin, Scailex shall credit the difference to us.

In May 2011, our annual meeting on shareholders approved and ratified an amendment to the Samsung Products Agreement which was approved by our audit committee and Board of Directors (the "Amended Samsung Products Agreement") according to which: (a) the total volume of the annual procurement from Scailex shall not exceed NIS 550 million (excluding VAT) and in addition shall not exceed 40% of the total cost of the Products purchased by Partner in a calendar year; (b) if an auditor agreed upon by both parties should confirm that the Annual Gross Profit Margin of any group of products exceeds Scailex's Average Gross Profit Margin, from the same group of Products with any entity in which Scailex is not an interested party therein, Scailex shall credit the difference to us and (3) the term of the Amended Samsung Products Agreement was for a period of two years ending on December 31, 2012.

In April 2013, our general meeting of shareholders approved an extension to the Amended Samsung Products Agreement for an additional period of two years commencing retroactively on January 1, 2013, under the same terms and conditions including that the annual purchasing volumes from Scailex shall remain unchanged, which was approved by our audit committee and Board of Directors.

### **7B.3 REGISTRATION RIGHTS**

On October 17, 2013, following approval of our general meeting of shareholders, we have entered into a registration rights agreement with S.B. Israel Telecom, our principal shareholder, in which we granted S.B. Israel Telecom:

(1) the right to require us to register ordinary shares held by them under the US Securities Act and to freely dispose of their shares in the U.S. public market. We have agreed that, upon request from S.B. Israel Telecom, we will file a registration statement under the US Securities Act to register ordinary shares held by them, subject to a maximum of one request in any 6-month period and to certain other limitations. There is no limit to the number of registrations that can be requested under the registration rights agreement. The minimum amount of shares that must be included in any registration requested under the registration rights agreement is 2.65% of our outstanding shares.

(2) the right to include their ordinary shares in any registration statement covering offerings of ordinary shares by us.

The registration rights agreement will terminate upon the earlier of October 16, 2018, and such time as the holder can sell its ordinary shares into the United States public market pursuant to an exemption from the registration requirements of the Securities Act without regard to holding period, volume or manner-of-sale limitations.

On October 28, 2009, following approval of our general meeting of shareholders, we entered into a registration rights agreement with Scailex, our principal shareholder at the time (since October 28, 2009 and until January 29, 2013), in which we granted Scailex the same rights as those granted to S.B. Israel Telecom under the registration rights agreement with S.B. Israel Telecom described above, and under similar terms and conditions. The registration rights agreement with Scailex will terminate upon the earlier of October 27, 2014 (five years from the date that Scailex became our principal shareholder) and such time as the holder can sell its ordinary shares into the United States public market pursuant to an exemption from the registration requirements of the Securities Act without regard to holding period, volume or manner-of-sale limitations.

### **7C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **8A. Consolidated Financial Statements and Other Financial Information**

Audited financial statements for the three fiscal years ended December 31, 2013, are included under "Item 18. Financial Statements."



## 8A.1 LEGAL AND ADMINISTRATIVE PROCEEDINGS

In addition to the legal proceedings discussed below, we are party to a number of legal and administrative proceedings arising in the ordinary course of our business. We do not currently expect the outcome of such matters individually or in the aggregate to have a material adverse effect upon our business and financial condition, results of operations and cash flows.

We have been named as defendants in a number of civil and criminal proceedings related to our network infrastructure and consumer claims regarding, for example, our tariff plans and billing methods, which may result in civil liabilities or criminal penalties against us or our officers and directors. Plaintiffs in some of these proceedings have successfully sought or are seeking certification as class actions. The costs that may result from these lawsuits are only accrued for when it is more likely than not that a liability, resulting from past events, will be incurred and the amount of that liability can be quantified or estimated within a reasonable range. The amount of the provisions recorded is based on a case-by-case assessment of the risk level, and events arising during the course of legal proceedings may require a reassessment of this risk. The Company's assessment of risk is based both on the advice of counsel and on the Company's estimate of the probable settlement amounts that are expected to be incurred, if such settlements are agreed by both parties. See Note 20 to the consolidated financial statements for a description of our principal litigation and proceedings of which we are currently aware. See also "Item 3D.2m We are exposed to, and currently engaged in, a variety of legal proceedings, including requests to approve lawsuits as class actions related primarily to our network infrastructure and consumer claims."

The litigations described below involve claims for which requests for certification as class actions were filed and which specify an amount of damages. The total amount of pending claims (claims which have not been dismissed by the court) made by plaintiffs in the litigations described below is NIS 11 billion. With respect to NIS 8.2 billion of such total amount, settlements have been agreed, and in some cases already approved by the relevant court.

1. On April 22, 2009, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company charges certain subscribers for certain calls not according to their rate plan. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 187 million. The parties filed a request to approve a settlement agreement which was submitted for the court's approval on December 13, 2011 and on February 17, 2014 the parties filed a request to approve a revised settlement agreement in light of changes in the telecommunications market.
2. On April 12, 2010, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company charges its subscribers for certain content services without their consent. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 343 million. On December 18, 2011, the parties filed a request to approve a settlement agreement. Following the court's remarks, the parties were instructed to file a revised agreement, which was filed on March 18, 2012. Following further remarks by the court, the parties filed a revised agreement on September 28, 2012, however due to the objection of the Attorney General to the revised agreement, the proceedings have resumed.
3. On May 23, 2010, a claim and a motion to certify the claim as a class action were filed against the Company and the other cellular operators. The claim alleges that the Company, as well as the other defendants, is breaching its contractual and/or legal obligation to erect cellular sites in the appropriate scope, quantity and coverage in order to provide cellular services in the required and appropriate quality. The plaintiffs claimed that this omission also causes, inter alia, monetary damages caused to consumers as a result of lack of sufficient coverage, including call disconnections, insufficient voice quality etc., as well as a significant increase in the non-ionized radiation that the public is exposed to mainly from the cellular telephone handset.

In addition, it is claimed that the Company and the other defendants are breaching their contractual and/or legal obligation to ensure and/or check and/or repair and/or notify the consumer, that after repair and/or upgrade and/or exchange of cellular handsets, the handsets may emit radiation in levels that exceed the levels of radiation as set forth by the manufacturer in the handset data and even exceeds the maximum permitted levels set forth by law. In addition, it was claimed that the Company and the other defendants do not fulfill their obligation to caution and warn the consumers of the risks involved in holding the handset and the proximity of the handset to the body while carrying it and during a phone call. In addition, it was claimed that if the handsets marketed by the Company and the other defendants emit non-ionizing radiation above the permitted level, at any distance from the body, then the marketing and sale of such handsets is prohibited in Israel. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 3.677 billion. On November 7, 2013 the parties filed a request to approve a settlement agreement and on February 5, 2014 the parties filed a request to approve a revised settlement agreement. The settlement agreements also include a claim and a motion to certify the claim as a class action that was filed in a similar matter as set forth in section 7 below.

4. On September 7, 2010, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company unlawfully charges its customers for services of various content providers, which are sent through text messages (SMS). If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 405 million. The claim is still in its preliminary stage of the motion to be certified as a class action.
5. On February 1, 2011, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company did not comply with the requirements set by the Israeli Communications Law (telecommunications and broadcast) (amendment 40), 2008, regarding transmission of advertisements through telecommunication means (also known as "the spam law"). If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 560 million. On February 13, 2013, the parties filed a revised request to approve a settlement agreement that was approved by the court on August 20, 2013.
6. On March 2, 2011, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company increased tariffs for its business subscribers not in accordance with their agreements. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiff to be approximately NIS 193 million. On September 3, 2013, a settlement agreement was signed which was submitted for the court's approval. On November 11, 2013, the plaintiff filed an objection to the settlement agreement and the parties are waiting for the court's decision on this matter.
7. On June 6, 2011, a claim and a motion to certify the claim as a class action were filed against the Company and the three other cellular operators. The claim alleges that the Company sell or supply accessories that are intended for carrying cellular handsets on the body, in a manner that contradicts the instructions and warnings of the cellular handset manufacturers and the recommendations of the Ministry of Health, all this without disclosing the risks entailed in the use of these accessories when they are sold or marketed. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 1,010 million. On November 7, 2013, the parties filed a request to approve a settlement agreement and on February 5, 2014, the parties filed a request to approve a revised settlement agreement. The settlement agreements also include a claim and a motion to certify the claim as a class action that was filed in a similar matter as set forth in section 3 above.
8. On October 5, 2011, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company enables its customers to subscribe to a content back up service for cellular handsets without informing them in cases in which the handset does not support the service or only partially supports such service. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 117 million. The claim is still in its preliminary stage of the motion to be certified as a class action.

9. On January 9, 2012, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company did not comply with the provisions of the Israeli Consumer Protection Law and its license with respect to the manner of handling customer complaints regarding incorrect charges and that as a result the group members suffered non pecuniary damages as a result of anguish and a waste of their time. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 392 million. The claim is still in its preliminary stage of the motion to be certified as a class action.
10. On February 6, 2012, a claim and a motion to certify the claim as a class action were filed against the Company and other cellular operators. The claim alleges that the Company, as well as the other defendants do not comply with the requirements set by the Equal Rights for People with Disabilities (Accessibility to Telecommunications Services and Telecommunications Devices) Regulations of 2009. If the claim is recognized as a class action, the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 361 million. The claim is still in its preliminary stage of the motion to be certified as a class action.
11. In February 7, 2012, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleged that the Company misled its customers by misrepresenting to them the balance of unused minutes of the package of minutes, while in fact it charged them for minutes that exceeded the package. If the claim would have been recognized as a class action the total amount claimed from the Company was estimated by the plaintiffs to be approximately NIS 475 million. The claim was dismissed on July 28, 2013.
12. On February 15, 2012, a claim and a motion to certify the claim as a class action were filed against 012 Smile and other telecommunication operators. The claim alleges that the defendants misled the purchasers of prepaid calling cards designated for international calls with respect to certain bonus minutes. The total amount claimed against 012 (and against each of the other defendants) if the claim is recognized as a class action is estimated by the plaintiff to be NIS 2.7 billion. On May 26, 2013, the court approved a settlement agreement filed by the parties and regarding an additional lawsuit, dealing with similar issues, as set forth in section 12 above. On February 19, 2014, the parties requested the approval of the court to amend the settlement agreement.
13. On July 1, 2012, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company charges subscribers that are enrolled in a certain tariff plan for call minutes not in accordance with the terms of the plan. If the claim is recognized as a class action the total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 123 million. The claim is still in its preliminary stage of the motion to be certified as a class action.
14. On July 31, 2012, a claim and a motion to certify the claim as a class action were filed against 012 Smile to the Central District Court in Israel. The claim alleged that 012 Smile's advertisements regarding certain tariffs did not include correct and complete information as to possible additional tariffs charged of third parties. The claim was dismissed on June 19, 2013.
15. On September 19, 2012, a lawsuit and a motion to certify the lawsuit as a class action were filed against the Company and another cellular operator. The claim alleged that the Company limited and/or blocked the tethering function that allows smartphone handsets to be used as a wireless router for other handsets not in accordance with the Telecommunications Law. If the claim would have been recognized as a class action the total amount claimed from the Company was estimated by the plaintiffs to be approximately NIS 8,089 million. The claim was dismissed on April 29, 2013.
16. On October 16, 2012, a claim and a motion to certify the claim as a class action was filed against the Company. The claim alleged that the Company unlawfully charges the Company's Pre-Paid subscribers for services of various content providers. If the claim would have been recognized as a class action the total amount claimed against the Company was estimated by the plaintiffs to be approximately NIS 700 million. The claim was dismissed on October 21, 2013.

17. On December 24, 2012, a claim and a motion to certify the claim as a class action were filed against 012 Smile to the District Court in Haifa, Israel. The claim alleged that 012 Smile breached certain provisions of its licenses and the Consumer Protection Law by enabling a third party the use of automated dialers for marketing and billing purposes over 012 Smile telecom services. The claim was dismissed on January 2, 2014.
18. During 2008, several claims and motions to certify the claims as class actions were filed against several international telephony companies including 012 Smile. The plaintiffs allege that with respect to prepaid calling card services, the defendants misled the consumers regarding certain issues, charged consumers in excess, and formed a cartel that arranged and raised the prices of calling cards. The total amount of damages claimed by the plaintiff against 012 Smile is approximately NIS 354 million. On November 3, 2010, the court granted the plaintiffs' request and certified the lawsuit as a class action against all of the defendants. On May 26, 2013, the court approved a settlement agreement filed by the parties regarding an amended request and regarding an additional lawsuit, dealing with similar issues in an amount of NIS 2.7 billion, as set forth in section 13 below. On February 19, 2014, the parties requested the approval of the court to amend the settlement agreement.
19. On June 23, 2013, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company acted unlawfully by not offering its customers discounted cellular tariff plans which are offered under the 012 mobile brand and by charging its customers that transferred to a plan under the 012 mobile brand a payment for a new SIM card. If the claim is recognized as a class action, the total amount claimed from Partner is estimated by the plaintiff to be NIS 232 million. The claim is still in its preliminary stage of the motion to be certified as a class action.
20. On November 13, 2013, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company increased tariffs for its subscribers not in accordance with their agreements. If the claim is recognized as a class action, the total amount claimed from Partner is estimated by the plaintiff to be NIS 150 million. The claim is still in its preliminary stage of the motion to be certified as a class action.
21. On December 2, 2013, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company did not fulfill its commitment regarding the grant of refunds for cellular equipment starting from the first month of the customer agreement and that the Company unlawfully charged its customers for the Orange2 service, and thereby breached the agreements with its customers and the provisions of its license, and profited unlawfully. If the claim is recognized as a class action, the total amount claimed from Partner is estimated by the plaintiff to be NIS 603 million. The claim is still in its preliminary stage of the motion to be certified as a class action.

The litigations described below involve claims for which requests for certification as class actions were filed and which do not claim any specific amount of damages. Based on its best judgment of the merits or lack thereof of the three class actions described below, the likely range of damages which may be involved, and any provisions made in respect thereof in the Company's balance sheet, the Company does not currently believe that the outcome of these class actions, individually or in the aggregate, will have a material negative effect on its financial situation.

1. On July 14, 2010, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that Partner is breaching its contractual and/or legal obligation and/or is acting negligently by charging V.A.T for roaming services that are consumed abroad. If the claim is recognized as a class action, the plaintiff demands to return the total amount of V.A.T that was charged by Partner for roaming services that were consumed abroad. The plaintiff also pursues an injunction that will order Partner to stop charging V.A.T for roaming services that are consumed abroad. The claim is still in the preliminary stage of the motion to certify it as a class action.

2. On July 14, 2010, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that during the period between September 3, 2007 and December 31, 2008, Partner charged some of its subscribers for a time unit which is longer than 12 seconds while this charge was inconsistent with Partner's license. On September 6, 2012, the court certified the claim as a class action. On March 24, 2013, the parties filed a settlement agreement which was approved by the court on August 5, 2013.
3. On August 21, 2011, a claim and a motion to certify the claim as a class action were filed against the Company and two other cellular operators. The claim alleges that Partner charges its customers for calls executed abroad by rounding up the actual duration of the call based on an interval that differs from that set out in its licenses. If the claim is recognized as a class action, the total amount claimed from Partner is estimated by the plaintiff to be at least the amount within the authority of the District Court in Israel, which is NIS 2.5 million. On September 6, 2012, the court dismissed the claim and the request. On November 1, 2012 the plaintiff submitted an appeal to the Supreme Court in Jerusalem.

With respect to the following claim we have begun to assess the risk involved for the Company but at this stage in our analysis, we are not yet in a position to form a judgment.

On August 8, 2012, a claim and a motion to certify the claim as a class action were filed against 012 Smile and another Internet Service Provider to the Central District Court in Israel. The claim alleges that the defendants breached certain provisions of their licenses by not offering their services at a unified tariff to all customers. The total amount claimed against 012 Smile if the lawsuit is recognized as a class action was not stated by the plaintiff. The Company is unable, to evaluate, with any degree of certainty, the probability of success of the lawsuit or the range of potential exposure, if any.

During 2013, no new criminal proceedings were brought against us concerning the erection of network sites without building permits. As of December 31, 2013, two criminal proceedings were pending against us concerning the erection of network sites without building permits, none of which was pending against our officers and directors. We are currently negotiating with the relevant local authorities to reach a settlement regarding the relocation of affected sites or obtaining building permits for those sites. Settlements of previous criminal proceedings brought against us resulted in Partner, but not its officers or directors, admitting guilt and paying a fine, and also resulted in the imposition of demolition orders for the relevant sites, the execution of which have been stayed for a period of time to allow us to obtain the necessary permits or to relocate the relevant network site.

#### **8A.2 Dividend Distribution Policy**

Our Articles of Association allow for our Board of Directors to approve all future dividend distributions, without the need for shareholder approval, subject to the provisions governing dividends under the Israeli Companies Law.

On March 16, 2010, the Board of Directors approved a dividend policy for 2010 targeting a minimum of 80% payout ratio of annual net income for the year ending December 31, 2010 and on February 22, 2011, the Board of Directors reaffirmed the dividend policy for 2011. For the year 2011, the Company distributed dividends (with respect to the first three quarters of 2011), which in the aggregate represent a payout ratio of approximately 80% of our annual net income for the year. The Board of Directors decided not to distribute additional dividends for the year 2011 in light of the loss recorded for the fourth quarter 2011 and considering that the total amount of dividends already distributed for 2011 was already equivalent to approximately 80% of the annual net profit for the year. On March 21, 2012, the Board of Directors reaffirmed the existing dividend policy with respect to 2012, targeting a minimum of 80% payout ratio of the Company's annual net profit.

The Board of Directors resolved on September 19, 2012, to cancel the existing dividend policy for 2012, and to assess dividend distributions (and their scope) from time to time, by reference to, inter alia, the Company's cash flow, profitability, debt level, debt coverage ratios and the business environment in general. For risks relating to future payments of dividends see "Item 3D.2t Based on a decision of the Board of Directors in 2012, dividend distributions are assessed from time to time on the basis of various factors. There can be no assurance that dividends will be declared or, if they are, at what level. "

We intend to pay any dividends which may be declared in shekels. Under current Israeli regulations, any dividends or other distributions paid in respect of ordinary shares may be freely repatriated in non-Israeli currencies at the rate of exchange prevailing at the time of conversion, provided that Israeli income tax has been paid on or withheld from such dividends. Because exchange rates between the shekel and the US dollar fluctuate continuously, a holder of ADSs will be subject to currency fluctuation generally and, particularly, between the date when dividends are declared and the date dividends are paid.

**8B. Changes**

No significant change has occurred since December 31, 2013, except as otherwise disclosed in this annual report. See also "Item 5D.2 Outlook".

**ITEM 9. THE OFFER AND LISTING**

**9A. Offer and Listing Details**

Our capital consists of ordinary shares, which are traded on the Tel Aviv Stock Exchange under the symbol "PTNR". American Depositary Shares ("ADSs"), each representing one of the Company's ordinary shares, are quoted on the NASDAQ Global Select Market under the symbol "PTNR". The ADSs are evidenced by American Depositary Receipts ("ADRs") originally issued by JPMorgan Chase, as depositary under a Deposit Agreement, dated as of November 1, 1999, among the Company, JPMorgan Chase and registered holders from time to time of ADRs. ADSs were first issued in October 1999. From March 2006 until November 27, 2011, the Bank of New York served as our depositary for ADSs. Since November 28, 2011, Citibank serves as our depositary for ADSs.

The tables below set forth, for the periods indicated, the reported high and low closing quotations, not adjusted for dividends, based on information supplied by the National Association of Securities Dealers, Inc., and information supplied by the Tel Aviv Stock Exchange.

	NASDAQ (\$ per ADS)		Tel Aviv Stock Exchange (NIS per ordinary share)	
	High	Low	High	Low
<b>2009</b>	<b>20.46</b>	<b>13.46</b>	<b>77.20</b>	<b>57.30</b>
<b>2010</b>	<b>24.13</b>	<b>15.17</b>	<b>94.29</b>	<b>59.00</b>
<b>2011</b>	<b>20.62</b>	<b>8.63</b>	<b>74.00</b>	<b>32.92</b>
<b>2012</b>				
First Quarter	9.23	7.12	35.35	26.78
Second Quarter	7.64	3.85	28.45	15.50
Third Quarter	5.45	3.12	21.13	12.37
Fourth Quarter	6.52	5.06	25.47	19.86
<b>2013</b>				
First Quarter	6.30	5.46	23.26	20.30
Second Quarter	7.16	6.06	25.53	21.99
Third Quarter	8.11	6.18	29.15	22.61
Fourth Quarter	9.75	7.82	35.00	22.87
September 2013	7.89	6.91	28.02	25.05
October 2013	8.58	8.09	30.30	28.73
November 2013	9.58	7.82	34.22	27.87
December 2013	9.75	8.75	35.00	30.92
January 2014	9.41	8.55	32.93	30.40
February 2014	9.19	8.40	32.15	30.01
March 2014 (through March 7)	9.03	8.72	31.79	30.83

**9B. Plan of Distribution**

Not applicable.

**9C. Markets**

Our ADSs are quoted on the NASDAQ Global Select Market under the symbol "PTNR". Our ordinary shares are traded on the Tel Aviv Stock Exchange under the symbol "PTNR".

**9D. Selling Shareholders**

Not applicable.

**9E. Dilution**

Not applicable.

**9F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**10A. Share Capital**

Not applicable.

**10B. Memorandum and Articles of Association**

**10B.1 PURPOSES AND OBJECTS OF THE COMPANY**

We are a public company registered under the Israeli Companies Law as Partner Communications Company Ltd., registration number 52-004431-4.

Pursuant to our Articles of Association, we were formed for the purpose of participating in the auction for the granting of a license to operate cellular radio telephone services in Israel, to provide such services, and without derogating from the above, we are also empowered to hold any right, obligation or legal action and to operate in any business or matter approved by the Company.

Pursuant to section three of our Articles of Association, our purpose is to operate in accordance with business considerations to generate profits; provided, however, that the Board of Directors is entitled to donate reasonable amounts to worthy causes, even if such donation is not within the frame of these business considerations.

Pursuant to section four of our Articles of Association, our objective is to engage in any legal business.

#### **10B.2 THE POWERS OF THE DIRECTORS**

The power of our directors to vote on a proposal, arrangement or contract in which the director is materially interested is limited by the relevant provisions of the Israeli Companies Law and our Articles of Association. In addition, the power of our directors to vote compensation to themselves or any members of their body, requires the approval of the compensation committee, the Board of Directors and the general meeting of shareholders. Generally, the Annual Meeting of the Shareholders must be convened to elect directors and a shareholders meeting could terminate the term of office of directors. In addition, our Articles of Association provide that, in certain circumstances relating to our compliance with the license, our Board of Directors may remove any director from the Board of Directors by a resolution passed by 75% or more of the directors present and voting at the relevant meeting. See also "Item 6C Board Practices".

#### **10B.3 RIGHTS ATTACHED TO SHARES**

Our registered share capital consists of a single class of 235 million ordinary shares, par value NIS 0.01 per share, of which 160,154,992 ordinary shares were issued and 155,687,002 were issued and outstanding as of December 31, 2013, and January 31, 2014. See "Item 7A.1 Principal Shareholders". All outstanding ordinary shares are validly issued and registered. The rights attached to our ordinary shares are described below.

##### *Dividend Rights*

Holders of ordinary shares are entitled to the full amount of any cash or share dividend subsequently declared. The Board of Directors may propose and approve distribution of a dividend with respect to any fiscal year or quarter only out of profits, subject to the provisions of the Israeli Companies Law. See "Item 10E Taxation."

Shares which are treated as dormant under our Articles of Association retain the rights to receive dividends or other distributions to shareholders, and to participate in rights offerings, but no other rights. See "Item 4B.13e Our Mobile Telephone License".

One year after a dividend has been declared and is still unclaimed, the Board of Directors is entitled to invest or utilize the unclaimed amount of the dividend in any manner to the benefit of the Company until it is claimed. We are not obligated to pay interest or linkage on an unclaimed dividend.

##### *Voting Rights*

Holders of issued and outstanding ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders either in person or by proxy. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future. The quorum required for an ordinary meeting of shareholders consists of at least two shareholders present in person or by proxy who hold or represent, in the aggregate, at least one third of the voting rights of the issued share capital. In the event that a quorum is not present within thirty minutes of the scheduled time, the shareholders' meeting will be adjourned to the same day of the following week, or the next business day thereafter, at the same time and place, or such time and place as the Board of Directors may determine. If at such reconvened meeting a quorum is not present after the lapsing of 30 minutes from the time appointed for holding the meeting, one or more shareholders present in person or by proxy holding or representing in the aggregate at least 10% of the voting rights in the Company will generally constitute a quorum. Any shareholder seeking to vote at a general meeting of our shareholders must first notify us if any of the shareholder's holdings in the Company requires the consent of the Ministry of Communications. The instructions of a shareholder will not be valid unless accompanied by a declaration by the shareholder as to whether or not the shareholder's holdings in the Company or the shareholder's vote requires the consent of the Ministry of Communications due to a breach by the shareholder of the restrictions on transfer or acquisition of means of control, or provisions regarding cross-ownership with other mobile telephone operators or shareholdings or agreements which may reduce or harm competition. If the shareholder does not provide such certification declaration, his instructions will be invalid and his vote not counted.



An ordinary resolution, such as a resolution for the election of directors (excluding external directors), or the appointment of auditors, requires approval by the holders of a majority of the voting rights represented at the meeting, in person or by proxy, and voting thereon. Under our Articles of Association, resolutions such as a resolution amending our Memorandum or Articles of Association or approving any change in the share capital, liquidation, changes in the objectives of the company, or the name of the company, or other changes as specified in our Articles of Association, requires approval of a special majority, representing the holders of no less than 75% of the voting rights represented at the meeting, in person or by proxy, and voting thereon.

Under our Articles of Association our directors are generally elected by an ordinary majority of the shareholders at each duly convened annual meeting, and serve until the next annual meeting, and our external directors are elected in accordance with applicable law and/or relevant stock exchange rules applicable to us; or until their respective successors are elected and qualified, whichever occurs first, or in the case of Israeli directors who are appointed by the founding Israeli shareholders, upon a written notice signed by at least two of the founding Israeli shareholders who are the record holders of at least 50% of minimum Israeli holding shares, addressed to the Company's company secretary indicating his appointment, until their respective successors are elected upon such notice. In each annual meeting the directors that were elected at the previous annual meeting are deemed to have resigned from their office, excluding the external directors, who according to the Israeli Companies Law, is elected for a period of three years and the Israeli director whose appointment is terminated by a written notice by himself or by the founding Israeli shareholders. A resigning director may be reelected. Each ordinary share represents one vote. No director may be elected or removed on the basis of a vote by dormant shares. The ordinary shares do not have cumulative voting rights in the election of directors.

Under our Articles of Association our shareholders discuss our annual consolidated financial statements, at the annual general meeting of shareholders.

Directors may be appointed also in certain circumstances by an extraordinary general meeting and by the Board of Directors upon approval of a simple majority of the directors. Such director, excluding the external directors, shall serve for a term ending at the next annual general meeting.

#### *Rights in the Company's Profits*

Our shareholders have the rights to share in our profits distributed as a dividend and any other permitted distribution. See "Item 10B.3 Rights Attached to Shares—Dividend Rights."

#### *Rights in the Event of Liquidation*

All of our ordinary shares confer equal rights among them with respect to amounts distributed to shareholders in case of liquidation.

#### *Rights in the Event of Reorganization*

Upon the sale of the property of the Company, the Board of Directors or the liquidators (in case of a liquidation) may receive and, if the Company's profits so permit, distribute among the shareholders fully or partially paid up shares, bonds or securities of another company or any other property of the Company without selling them or depositing them with trustees on behalf of the shareholders, provided, however, that they have received the prior authorization adopted by a special majority of the shareholders of the Company (representing at least 75% of the votes of shareholders participating and voting in the relevant general meeting). Such special majority may also decide on the valuation of such securities or property, unless the Company is in or beginning a liquidation process.

#### *Limitations on Ownership and Control*

Ownership and control of our ordinary shares are limited by the terms of our licenses and our Articles of Association. See “Item 4B.13e Our Mobile Telephone License-*License Conditions*” and “Revoking, limiting or altering our license.”

In order to comply with the conditions and restrictions imposed on us by the Ministry of Communications or under our licenses in relation to ownership or control over us, under certain events specified in our Articles of Association, the Board of Directors may determine that certain ordinary shares are dormant shares. According to our Articles of Association, dormant shares bear no rights as long as they are dormant shares, except for the right to receive dividends and other distributions to shareholders. Consequently, we have received an exemption from the requirement set out in NASDAQ’s Marketplace Rule 4351 that voting rights of existing shareholders of publicly traded common stock registered under Section 12 of the US Securities Exchange Act cannot be disparately reduced or restricted through any corporate action or issuance. In addition, the Board of Directors shall not register a person as a holder of a share before receipt of their declaration that they are not a “relevant person” as defined in our Articles of Association.

#### **10B.4 CHANGING RIGHTS ATTACHED TO SHARES**

According to our Articles of Association, in order to change the rights attached to any class of shares, the general meeting of the shareholders must adopt a resolution to change such rights by a special majority, representing at least 75% of the votes of shareholders participating and voting in the general meeting, and in case of changing the rights attached to certain class of shares, the approval by special majority of each class meeting, is required.

#### **10B.5 ANNUAL AND EXTRAORDINARY MEETINGS**

The Board of Directors must convene an annual general meeting of shareholders at least once every calendar year, within fifteen months of the last annual general meeting. In accordance with our Articles of Association, notice of a general meeting must be sent to each registered shareholder no later than five days after the record date set by the Board of Directors for that meeting, unless a different notice time is required under applicable law. An extraordinary meeting may be convened by the Board of Directors, as it decides or upon a demand of any two directors or 25% of the directors, whichever is lower, or of one or more shareholders holding in the aggregate at least 5% of our issued capital and at least 1% of the voting rights of the Company; or (ii) at least 5% of the voting right of the Company, can seek to convene a shareholders meeting or as otherwise permitted by the Israeli Companies Law. See “Item 10B.3 Rights Attached to Shares-Voting Rights.”

One or more shareholders holding alone or in the aggregate, 1% or more of the share capital of the Company may request that the Board of Directors include an issue on the agenda of a general meeting of shareholders to be convened in the future. The Board of Directors shall incorporate such issue on the agenda of such a future general meeting of shareholders, provided that the Board of Directors determines, in its discretion, such issue is suitable to be discussed in the general meeting of shareholders of the Company.

#### **10B.6 LIMITATIONS ON THE RIGHTS TO OWN OUR SECURITIES**

For limitations on the rights to own our securities see “Item 4B.13e Our Mobile Telephone License- License Conditions,” “– Our Permit Regarding Cross Ownership” and “Item 10B.3 Rights Attached to Shares – Limitations on Ownership and Control.”

#### **10B.7 LIMITATIONS ON CHANGE IN CONTROL AND DISCLOSURE DUTIES**

For limitations on change in control see “Item 4B.13e Our Mobile Telephone License- License Conditions” and “– Our Permit Regarding Cross Ownership”.

#### **10B.8 CHANGES IN OUR SHARE CAPITAL**

Changes in our share capital are subject to the approval of the shareholders at a general meeting of shareholders by a special majority of 75% of the votes of shareholders participating and voting in the general meeting of shareholders.

#### 10B.9 OUR LICENSE PREVAILS IN CASE OF AN INCONSISTENCY

If any article of our Articles of Association is found to be inconsistent with the terms of our mobile telephone license granted by the Ministry of Communications (see "Item 4B.13e Our Mobile Telephone License") or of any other telecommunications license we hold, the provisions of such Article shall be deemed null and void.

#### 10C. Material Contracts

*Network sharing agreement.* On November 8, 2013, the Company entered into a 15-year network sharing agreement with HOT Mobile, which remains subject to approval by Israeli regulatory authorities. Pursuant to the network sharing agreement, the parties would create a 50-50 joint venture, which would operate and develop a cellular network to be shared by both companies, starting with a pooling of both companies' radio access network infrastructures to create a single radio access network. See "Item 4B.9 Our Network".

*Fixed-line transmission services.* In April 2012, we signed a five-year agreement with Bezeq effective as of January 1, 2012, for the supply of transmission services for use in Partner's mobile network. The agreement replaces an earlier transmission agreement between the parties from 2008. The transmission services to be purchased in accordance with this agreement, together with the use of the Company's own transmission network, will allow Partner to meet all its transmission requirements, at an improved cost during the next five years. Partner's minimum annual commitment was NIS 57 million for the year 2013 and will gradually increase to NIS 71 million for the year 2016 due to the increase in the scope of the capacity to be purchased in accordance with the layout agreed upon by the parties. The minimum commitment as of December 31, 2013 is NIS 203 million.

*i-Phone Agreement.* Following the expiration of a previous agreement, in November 2012, we entered into a non-exclusive agreement with Apple Distribution International for the purchase and resale of iPhone handsets in Israel. Pursuant to the agreement, we agreed to purchase a minimum quantity of iPhone handsets per year, for a period of three years. These purchases will represent a significant portion of our expected handset purchases and sales over that period.

*Samsung Product Agreement.* On April 28, 2010, the shareholders of the Company approved and ratified a perennial agreement with Scailex, our principal shareholder as of October 28, 2009, (the "Samsung Products Agreement"), to purchase, from time to time, cellular handsets, accessories and spare parts manufactured by Samsung Electronics Ltd. that are imported to and marketed in Israel by Scailex (the "Products"). The Samsung Products Agreement also provides for repair services of such Products and additional commercial arrangements between Scailex and the Company regarding annual purchase volumes of the Products and annual gross profit-margin of Scailex from transactions with the Company. See "Item 7B.2 Transactions With Scailex".

*Registration Rights Agreement.* We have entered into registration rights agreements with Scailex and S.B. Israel Telecom, our principal shareholders, in which we granted our principal shareholders the right to require us to register ordinary shares held by them under the US Securities Act. See "Item 7B.3 Registration Rights".

*Network upgrade and deployment of fourth generation network.* On October 25, 2010, we entered into an agreement with Ericsson for the upgrade of our existing networks and the deployment of our fourth generation network in Israel until the end of 2014. The Company has the option to extend the agreement for additional periods of one year not exceeding a period of ten years. See "Item 5A.1e Agreement for the Upgrade of Our Existing Networks and the Deployment of Fourth Generation Network in Israel".

*Med Nautilus Agreement.* We have an agreement with Med Nautilus for the provision of international capacity services through submarine infrastructure, which connects countries bordering the Mediterranean Sea to all major Western European countries and from there to the rest of the world until 2023 with an option to extend the agreement until 2027.

*Rights of Use Agreement with HOT Mobile.* Partner and HOT Mobile entered into a rights of use agreement, which took effect on November 8, 2013, and is valid until January 4, 2017. Under the rights of use agreement, Partner will provide services to HOT Mobile in the form of rights of use to Partner's radio cellular network in order to supplement HOT Mobile's current network coverage. According to the rights of use agreement, HOT Mobile will pay Partner fixed base payments with additional variable payments based on traffic volume exceeding a defined threshold. See "Item 4B.9 Our Network".

#### **10D. Exchange Controls**

There are no Israeli government laws, decrees or regulations that restrict or that affect our export or import of capital or the remittance of dividends, interest or other payments to non-resident holders of our securities, including the availability of cash and cash equivalents for use by us and our wholly-owned subsidiaries, Partner Future Communications 2000 Ltd., Partner Land-Line Communications Solutions (of which Partner Future Communications 2000 Ltd. serves as the general partner and the Company serves as the limited partner) and 012 Smile, except or otherwise as set forth under "Item 10E. Additional Information – Taxation."

Under Israeli law (and our Memorandum and Articles of Association), persons who are neither residents nor nationals of Israel may freely hold, vote and transfer ordinary shares in the same manner as Israeli residents or nationals.

#### **10E. Taxation**

##### ***Israeli Tax Considerations***

The following is a summary of the current tax laws of the State of Israel as they relate to us and to our shareholders and also includes a discussion of the material Israeli tax consequences for persons purchasing our ordinary shares or ADSs, both referred to below as the "Shares". To the extent that the discussion is based on legislation yet to be subject to judicial or administrative interpretation, there can be no assurance that the views expressed herein will accord with any such interpretation in the future. This discussion is not intended and should not be construed as legal or professional tax advice and does not cover all possible tax considerations.

Potential investors are urged to consult their own tax advisors as to the Israeli or other tax consequences of the purchase, ownership and disposition of our ordinary shares, including, in particular, the effect of any foreign, state or local taxes.

##### ***Israeli Tax Reforms***

On July 24, 2002, the Israeli Parliament enacted income tax reform legislation, commonly referred to as the "2003 Tax Reform". The 2003 Tax Reform has introduced fundamental and comprehensive changes into Israeli tax laws. Most of the legislative changes took effect on January 1, 2003. The 2003 Tax Reform has introduced a transition from a primarily territorial-based tax system to a personal-based system of taxation with respect to Israeli residents. The 2003 Tax Reform has also resulted in significant amendment of the international taxation provisions, and new provisions concerning the taxation of capital markets including the abolishment of currently "exempt investment routes" (e.g., capital gains generated by Israeli individuals from the sale of securities traded on the Tel-Aviv Stock Exchange). Under the 2003 Tax Reform legislation the Shares are no longer regarded and defined as "foreign traded securities" and thus certain associated Israeli tax aspects will accordingly be subject to change as discussed below.

A relatively short time after the 2003 Tax Reform, the Israeli Parliament approved on July 25, 2005 an additional income tax reform legislation (the "2006 Tax Reform") pursuant to the recommendations of a committee appointed by the Israeli Minister of Finance, which incorporated additional fundamental changes to Israeli tax law. The 2006 Tax Reform, *inter alia*, includes a gradual reduction of income tax rates for both individuals and corporations through 2010, and outlines a path towards uniformity in the taxation of interest, dividend and capital gains derived from securities. The "Tax Burden Distribution Law" legislation amendments (2011) that were published in December 2011, which became effective on January 1, 2012, abolished the reduction of income tax rates for corporations and individuals and increased, *inter alia*, the corporate tax rate and the tax rates on individual's dividend income. On July 27, 2013 following the Tax Burden Distribution Law, the Israeli Parliament approved The Law For the Change in National Priorities (Legislation Amendment to Achieving Budget Goals for years 2013 and 2014), 2013 (the "2013 Amendment").

Various issues related to the above legislations remain unclear in view of the legislative language utilized and the lack of authoritative interpretations at this stage. The analysis below is therefore based on our current understanding of the new legislation.

#### *General Corporate Tax Structure*

Israeli companies are generally subject to corporate tax on their taxable income (including capital gains). The regular corporate tax rate in Israel for 2013 was 25% (to be increased to 26.5% as of 2014). The 2013 Amendment provides that the corporate tax rate will be 26.5 % as of 2014 and thereof.

#### *Special Provisions Relating to Taxation under Inflationary Conditions*

Until 2008, our taxable income was determined under the Income Tax (Inflationary Adjustment) Law 1985 (the "Inflationary Adjustments Law"), which attempts to overcome some of the problems presented to a traditional tax system by inflation.

In February 2008, the Israeli Parliament approved Amendment No. 20 to the Inflationary Adjustments Law ("the Amendment"). The Amendment repealed the Inflationary Adjustments Law as of January 1, 2008 and set certain transitional rules.

The Israeli Income Tax Ordinance and regulations promulgated there under allow Foreign-Invested Companies, to adjust their tax returns based on exchange rate fluctuations of the shekel against the US Dollar. For these purposes, a Foreign-Invested Company is a company in which more than 25% of the share capital in terms of rights to distributions, voting and appointment of directors, and of the combined share capital, including shareholder loans and capital notes, is held by persons who are not residents of Israel. A company that elects to measure its results for tax purposes based on the US Dollar exchange rate cannot change that election for a period of three years following the election. Although we may qualify as a Foreign-Invested Company, we have not elected this taxable income measurement alternative.

#### *Tax on Capital Gains of Shareholders*

- **General.** Israeli law generally imposes a capital gains tax on the sale of capital assets by residents of Israel as defined for Israeli tax purposes, and on the sale of capital assets located in Israel or the sale of direct or indirect rights to assets located in Israel, including on the sale of our Shares by some of our shareholders (see discussion below). The Israeli Income Tax Ordinance distinguishes between "Real Capital Gain" and "Inflationary Surplus". Real Capital Gain is the excess of the total capital gain over Inflationary Surplus computed on the basis of the increase in the CPI between the date of purchase and the date of sale. On 2012 and 2013 the real capital gain accrued on the sale of our Shares and ADSs for 2012 and 2013 was generally taxed at a rate of 25% for corporations (to be increased to 26.5% as of 2014) and a rate of up to 25% for individuals. Additionally, if such individual shareholder is considered a "Significant Shareholder" at any time during the 12-month period preceding such sale (i.e., if such individual shareholder holds directly or indirectly, along with others, at least 10% of any means of control in the company, including, among other things, the right to receive profits of the company, voting rights, the right to receive the company's liquidation proceeds and the right to appoint a director), the tax rate will be up to 30%.

However, the foregoing tax rates will not apply to (i) dealers in securities; and (ii) shareholders who have acquired their shares prior to an initial public offering (that may be subject to a different tax arrangement). Inflationary surplus that accrued after December 31, 1993, is exempt from tax.

Generally, a semi-annual detailed return, including a computation of the tax due should be submitted to the Israeli Tax Authorities and a tax advance amounting to the tax liability arising from the capital gain is payable. At the sale of traded securities, the aforementioned detailed return may not be submitted and the tax advance should not be paid, if all tax due was withheld at the source according to applicable provisions of the Israeli Tax Ordinance and regulations promulgated thereunder.

Capital gains are also reportable on annual income tax returns.

- **Taxation of Israeli Residents**

The following is a summary of the most significant Israeli capital gains tax implications arising with respect to the sale of our Shares by shareholders who are not engaged in the business of trading in securities.

*Individuals*

As of January 1, 2012, a shareholder will generally be subject to tax at up to 25% rate on realized real capital gain (if the shareholder is a Significant Shareholder, as defined above, the tax rate will be up to 30%). To the extent that the shareholder claims a deduction of financing expenses, the gain will be subject to tax at a rate of 30% (until otherwise stipulated in bylaws that may be published in the future).

*Corporations*

Shareholders which are corporations will be generally subject to tax at the corporate tax rate on the realized capital gain as described in "General Corporate Tax Structure" in Item 10E above.

Different taxation rules may apply to shareholders who purchased the Shares prior to January 1, 2009 or prior to the listing on the Tel Aviv Stock Exchange or the Nasdaq Global Market. Such Shareholders should consult with their own tax advisors for the tax consequences upon sale.

- **Taxation of Non-Israeli Residents**

As mentioned above, Israeli law generally imposes a capital gains tax on sales of capital assets, including securities and any other direct or indirect rights to capital assets located in Israel. This tax is also applicable to nonresidents of Israel as follows:

Under Israeli law, the capital gain from the sale of shares by non-Israeli residents is tax exempt in Israel as long as our shares are listed on the NASDAQ Global Select Market or any other stock exchange recognized by the Israeli Ministry of Finance (this condition shall not apply to shares purchased on or after January 1, 2009) and provided that certain other conditions are met, the most relevant of which are: (A) the capital gain is not attributed to the foreign resident's permanent establishment in Israel, (B) the shares were acquired by the foreign resident after the company's shares had been listed for trading on the foreign exchange, and (C) if the seller is a corporation, less than 25% of its means of control are held by Israeli residents.

In addition, the sale of shares may be exempt from Israeli capital gains tax under the provisions of an applicable tax treaty (for example, please refer to the discussion below with respect to the Convention Between the Government of the United States of America and the Government of the State of Israel with Respect to Taxes on Income).

Different taxation rules may apply to shareholders who purchased their shares prior to the listing on the Tel Aviv Stock Exchange. Such shareholders should consult with their tax advisors for the precise treatment upon sale.

- **Taxation of Investors Engaged in a Business of Trading Securities**

Individual and corporate dealers in securities in Israel are taxed at tax rates applicable to business income.

- **Withholding at Source from Capital Gains from Traded Securities**

The Purchaser, the Israeli stockbrokers and any financial institution through which the sold securities are held, are obliged, subject to certain exemptions, to withhold tax on the amount of consideration paid with respect to such sale (or on the capital gain realized on the sale, if known) at the Israeli corporate tax rate as described in "General Corporate Tax Structure" in Item 10E above.

In case the seller is an individual, the applicable withholding tax rate would be 25%, or 30% in case the seller is a significant shareholder.

*Dividends*

The following Israeli tax consequences shall apply in the event of actual payment of any dividends on the Shares.

As of January 1, 2012, dividends, other than bonus shares (stock dividends), paid to Israeli resident individuals who purchased our Shares will generally be subject to income tax at a rate of 25% for individuals, or 30% if the dividend recipient is a Significant Shareholder (as defined above) at any time during the 12-month period preceding such distribution. Dividends paid to Israeli resident companies will not be included in their tax liability computation.

Non-residents of Israel (both individuals and corporations) are subject to income tax on income accrued or derived from sources in Israel, including dividends from Israeli corporations. The distribution of dividend income, other than bonus shares (stock dividends), to non-residents of Israel will generally be subject to income tax at a rate of 25% (or 30% for a shareholder that is considered a Significant Shareholder (as defined above) at any time during the 12-month period preceding such distribution), unless a lower rate is stipulated by a double tax treaty between the State of Israel and the shareholder's country of residence.

In the event of actual payment of any dividends on our ordinary shares or ADSs the following withholding rates will be applied: (i) Israeli resident corporations – 0%, (ii) Israeli resident individuals – 25% (iii) non-Israeli residents – 25%, subject to a reduced tax rate under an applicable double tax treaty; (iv) Israeli resident individual who is a Significant Shareholder – 30%; and (v) non - Israeli resident who is a Significant Shareholder – 30%, subject to a reduced tax rate under an applicable double tax treaty. Nevertheless, if the Shares and ADSs are held through a Nominee Company, as defined in the Israel Securities Act, the withholding tax rate for shareholders under (iv) and (v) above shall be 25% (subject to a reduced tax rate under an applicable double tax treaty for non-Israeli residents).

A non-resident of Israel that has received a dividend income derived from an Israeli corporation, from which tax was withheld at the source, is generally exempt from the duty to file tax returns in Israel in respect of such income, provided that such income was not connected to or derived from a trade or business conducted in Israel by such person.

*Repatriation*

Non-residents of Israel who acquire any of the Shares (including ADSs) of the Company will be able to repatriate dividends, liquidation distributions and the proceeds from the sale of such ADSs or ordinary shares in non-Israeli currencies at the rate of exchange prevailing at the time of repatriation provided that any applicable Israel income tax has been paid, or withheld, on such amounts. US holders should refer to the "United States Federal Income Considerations" section below with respect to the US federal income tax treatment of foreign currency gain or loss.

The foregoing discussion is intended only as a summary and does not purport to be a complete analysis or listing of all potential Israeli tax effects of holding of our shares. We recommend that shareholders consult their tax advisors concerning the Israeli and non-Israeli tax consequences to them of holding our shares.

### *Taxation of Residents of the United States under the US Treaty*

Residents of the United States generally will be subject to withholding tax in Israel on dividends paid, if any, on Shares (including ADSs). Generally, under the Convention Between the Government of the United States of America and the Government of the State of Israel with Respect to Taxes on Income (the "US Treaty"), the maximum rate of withholding tax on dividends paid to a holder of Shares (including ADSs) who is a resident of the United States (as defined in the US Treaty) will be 25%. Under the US Treaty, the withholding tax rate on dividends will be reduced to 12.5% if (i) the shareholder is a U.S. resident corporation which holds during the portion of the taxable year which precedes the date of payment of the dividend, and during the whole of its prior taxable year, at least 10% of the outstanding shares of the voting stock of the Israeli resident paying corporation and (ii) not more than 25% of the gross income of the Israeli resident paying corporation for such prior taxable year consists of certain types of interest or dividends.

The US Treaty exempts from taxation in Israel any capital gains realized on the sale, exchange or other disposition of Shares (including ADSs) provided that the following cumulative conditions are met: (a) the seller is a resident of the United States for purposes of the US Treaty; (b) the seller owns, directly or indirectly, less than 10% of our voting stock at all times during the 12-month period preceding such sale, exchange or other disposition; (c) the seller, being an individual, is present in Israel for a period or periods of less than 183 days during the taxable year; and (d) the capital gain from the sale was not generated through a permanent establishment of the seller in Israel.

Subject to the exemptions from capital gains prescribed in the Israeli Income Tax Ordinance (as described above), purchasers of Shares (including ADSs) who are residents of the United States and who hold 10% or more of the outstanding ordinary shares at any time during such 12-month period will be subject to Israeli capital gains tax. However, under the US Treaty, residents of the United States (as defined in the US Treaty) generally would be permitted to claim a credit for this tax against US federal income tax imposed on the sale, exchange or other disposition, subject to the limitations in US laws applicable to the utilization of foreign tax credits generally.

The application of the US Treaty provisions to dividends and capital gains described above is conditioned upon the fact that such income is not effectively connected with a permanent establishment (as defined in the US Treaty) maintained by the non-Israeli resident in Israel.

### *United States Federal Income Tax Considerations*

The following discussion is a summary of certain material US federal income tax considerations applicable to a US holder (as defined below) regarding the acquisition, ownership and disposition of ordinary shares or ADSs. This summary is based on provisions of the Internal Revenue Code of 1986, as amended (the "Code"), existing and proposed US Treasury regulations, administrative pronouncements, rulings and judicial decisions as of the date of this annual report. All of these authorities are subject to change, possibly with retroactive effect, and to change or changes in interpretation. In addition, this summary does not discuss all aspects of US federal income taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special treatment under US federal income tax law, including US expatriates, insurance companies, banks, regulated investment companies, securities broker-dealers, financial institutions, tax-exempt organizations, persons holding ordinary shares or ADSs as part of a straddle, hedging or conversion transaction, persons subject to the foreign tax credit splitting events rules, persons subject to the alternative minimum tax, persons who acquired their ordinary shares or ADSs pursuant to the exercise of employee stock options or otherwise as compensation, US holders having a functional currency other than the US dollar, persons owning (directly, indirectly or by attribution) 10% or more of our outstanding share capital or voting stock and persons not holding the ordinary shares or ADSs as capital assets. This discussion also does not address the consequences of the Medicare tax on net investment income or any aspect of state, local or non-US tax law or any other aspect of US federal taxation other than income taxation.

As used herein, the term "US holder" means a beneficial owner of an ordinary share or an ADS who is eligible for benefits as a US resident under the limitation on benefits article of the US Treaty (as defined above in "Taxation of Residents of the United States under the US Treaty"), and is:

- a citizen or individual resident of the United States for US federal income tax purposes;
- a corporation (or an entity taxable as a corporation for US federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;



- an estate whose income is subject to US federal income taxation regardless of its source; or
- a trust if (A) a US court is able to exercise primary supervision over the trust's administration and (B) one or more US persons have the authority to control all of the trust's substantial decisions.

If a partnership, or other entity or arrangement treated as a partnership for US federal income tax purposes, holds ordinary shares or ADSs, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. A partnership or a partner in a partnership that holds ordinary shares or ADSs is urged to consult its own tax advisor regarding the specific tax consequences of owning and disposing of ordinary shares or ADSs.

For US federal income tax purposes, US holders of ADRs will be treated as owners of the ADSs evidenced by the ADRs and the ordinary shares represented by the ADSs. Furthermore, deposits or withdrawals by a US holder of ordinary shares for ADSs, or of ADSs for ordinary shares, will not be subject to US federal income tax. The statement of US federal income tax law set forth below assumes that each obligation in the Deposit Agreement and any related agreement will be performed in accordance with its terms.

US holders should review the summary above under "Israeli Tax Considerations" and "Taxation of Residents of the United States under the US Treaty" for a discussion of the Israeli taxes which may be applicable to them.

**Holders of ordinary shares or ADSs should consult their own tax advisors concerning the specific Israeli, US federal, state and local tax consequences of the ownership and disposition of the ordinary shares or ADSs in light of their particular situations as well as any consequences arising under the laws of any other taxing jurisdiction. In particular, US holders are urged to consult their own tax advisors concerning whether they will be eligible for benefits under the US Treaty.**

#### *Dividends*

A US holder generally will be required to include in gross income as ordinary dividend income the amount of any distributions paid on the ordinary shares and ADSs, including the amount of any Israeli taxes withheld in respect of such dividend. Dividends paid by us will not qualify for the dividends-received deduction applicable in certain cases to US corporations.

The amount of any distribution paid in NIS, including the amount of any Israeli withholding tax thereon, will be included in the gross income of a US holder of ordinary shares in an amount equal to the US dollar value of the NIS calculated by reference to the spot rate of exchange in effect on the date the distribution is received by the US holder or, in the case of ADSs, by the Depositary. If a US holder converts dividends paid in NIS into US dollars on the day such dividends are received, the US holder generally should not be required to recognize foreign currency gain or loss with respect to such conversion. If the NIS received in the distribution are not converted into US dollars on the date of receipt, any foreign currency gain or loss recognized upon a subsequent conversion or other disposition of the NIS will be treated as US source ordinary income or loss. Special rules govern and special elections are available to accrual method taxpayers to determine the US dollar amount includible in income in the case of taxes withheld in a foreign currency. Accrual basis taxpayers are urged to consult their own tax advisors regarding the requirements and the elections applicable in this regard.

Any dividends paid by us to a US holder on the ordinary shares or ADSs will be treated as foreign source income and generally will be categorized as "passive income" for US foreign tax credit purposes. Subject to the limitations in the Code, as modified by the US Treaty, a US holder may elect to claim a foreign tax credit against its US federal income tax liability for Israeli income tax withheld from dividends received in respect of ordinary shares or ADSs. US holders who do not elect to claim the foreign tax credit may instead claim a deduction for Israeli income tax withheld, but only for a year in which the US holder elects to do so with respect to all foreign income taxes. A deduction does not reduce US tax on a dollar-for-dollar basis like a tax credit. The deduction, however, is not subject to the limitations applicable to foreign tax credits. The rules relating to the determination of the foreign tax credit are complex. Accordingly, if you are a US holder of ordinary shares or ADSs, you should consult your own tax advisor to determine whether and to what extent you would be entitled to the credit.

Certain US holders (including individuals) are eligible for reduced rates of US federal income tax in respect of "qualified dividend income". For this purpose, qualified dividend income generally includes dividends paid by a non-US corporation if, among other things, the US holders meet certain minimum holding period requirements and the non-US corporation satisfies certain requirements, including that either (i) the shares (or ADSs) with respect to which the dividend has been paid are readily tradable on an established securities market in the United States, or (ii) the non-US corporation is eligible for the benefits of a comprehensive US income tax treaty (such as the US Treaty) which provides for the exchange of information. We currently believe that dividends paid with respect to our ordinary shares and ADSs should constitute qualified dividend income for US federal income tax purposes. We anticipate that our dividends will be reported as qualified dividends on Forms 1099-DIV delivered to US holders. In computing foreign tax credit limitations, non-corporate US Holders may take into account only a portion of a qualified dividend to reflect the reduced US tax rate applicable to such dividend. Each individual US holder of ordinary shares or ADSs is urged to consult his own tax advisor regarding the availability to him of the reduced dividend tax rate in light of his own particular situation and regarding the computations of his foreign tax credit limitation with respect to any qualified dividend income paid by us, as applicable.

#### *Sale, Exchange or Other Taxable Disposition*

Upon the sale, exchange or other taxable disposition of ordinary shares or ADSs, a US holder generally will recognize capital gain or loss equal to the difference between the US dollar value of the amount realized on the sale, exchange or other taxable disposition and the US holder's adjusted tax basis, determined in US dollars, in the ordinary shares or ADSs. Any gain or loss recognized upon the sale, exchange or other taxable disposition of the ordinary shares or ADSs will be treated as long-term capital gain or loss if, at the time of the sale, exchange or other taxable disposition, the holding period of the ordinary shares or ADSs exceeds one year. In the case of individual US holders, capital gains generally are subject to US federal income tax at preferential rates if specified minimum holding periods are met. The deductibility of capital losses by a US holder is subject to significant limitations. US holders should consult their own tax advisors in this regard.

In general, gain or loss recognized by a US holder on the sale, exchange or other taxable disposition of ordinary shares or ADSs will be US source income or loss for US foreign tax credit purposes. Pursuant to the US Treaty, however, gain from the sale or other taxable disposition of ordinary shares or ADSs by a holder who is a US resident, for US Treaty purposes, and who sells the ordinary shares or ADSs within Israel may be treated as foreign source income for US foreign tax credit purposes.

US holders who hold ordinary shares or ADSs through an Israeli stockbroker or other Israeli intermediary may be subject to an Israeli withholding tax on any capital gains recognized if the US holder does not obtain approval of an exemption from the Israeli Tax Authorities. See "Israeli Tax Considerations" above. US holders are advised that any Israeli tax paid under circumstances in which an exemption from such tax was available will not give rise to a deduction or credit for foreign taxes paid for US federal income tax purposes. US holders are advised to consult their Israeli stockbroker or intermediary regarding the procedures for obtaining an exemption.

If a US holder receives NIS upon the sale of ordinary shares, that US holder may recognize ordinary income or loss as a result of currency fluctuations between the date of the sale of the ordinary shares and the date the sales proceeds are converted into US dollars.

#### *Passive Foreign Investment Company Rules*

A non-US corporation will be classified as a Passive Foreign Investment Company (a "PFIC") for any taxable year if (i) at least 75% of its gross income consists of passive income, (such as dividends, interest, rents, royalties (other than rents or royalties derived in the active conduct of a trade or business and received from an unrelated person) and gains on the disposition of certain minority interests or (ii) at least 50% of the average value of its assets consist of assets that produce, or are held for the production of, passive income. We currently believe that we were not a PFIC for the year ended December 31, 2013. However, this conclusion is a factual determination that must be made at the close of each year and is based on, among other things, a valuation of our ordinary shares, ADSs and assets, which will likely change from time to time. If we were characterized as a PFIC for any taxable year, a US holder would suffer adverse tax consequences. These consequences may include having the gains that are realized on the disposition of ordinary shares or ADSs treated as ordinary income rather than capital gains and being subject to punitive interest charges with respect to certain dividends and gains and on the sale or other disposition of the ordinary shares or ADSs. Furthermore, dividends paid by a PFIC are not eligible to be treated as "qualified dividend income" (as discussed above). In addition, if a US holder holds ordinary shares or ADSs in any year in which we are treated as a PFIC, such US holder will be subject to additional tax form filing and reporting requirements (including additional filing requirements under legislation enacted in 2010).

Application of the PFIC rules is complex. US holders should consult their own tax advisors regarding the potential application of the PFIC rules to the ownership of our ordinary shares or ADSs.

*Information Reporting and Backup Withholding*

Dividend payments with respect to ordinary shares or ADSs and proceeds from the sale, exchange or other disposition of ordinary shares or ADSs may be subject to information reporting to the Internal Revenue Service (the "IRS") and possible US backup withholding at a current rate of 28%. Backup withholding will not apply, however, to a holder who furnishes a correct taxpayer identification number or certificate of foreign status and makes any other required certification or who is otherwise exempt from backup withholding. US persons who are required to establish their exempt status generally must provide IRS Form W-9 (Request for Taxpayer Identification Number and Certification). Non-US holders generally will not be subject to US information reporting or backup withholding. However, such holders may be required to provide certification of non-US status (generally on IRS Form W-8BEN) in connection with payments received in the United States or through certain US-related financial intermediaries.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a holder's US federal income tax liability, and a holder may obtain a refund of any excess amounts withheld by filing the appropriate claim for refund with the IRS and furnishing any required information in a timely fashion.

In addition, certain US holders who are individuals that hold certain foreign financial assets as defined in the Code (which may include ordinary shares or ADSs) are required to report information relating to such assets, subject to certain exceptions.

**10F. Dividends and Paying Agents**

Not applicable.

**10G. Statement By Experts**

Not applicable.

**10H. Documents on Display**

Reports and other information of Partner filed electronically with the US Securities and Exchange Commission may be found at [www.sec.gov](http://www.sec.gov). They can also be inspected without charge and copied at prescribed rates at the public reference facilities maintained by the SEC in Room 1024, 450 Fifth Avenue, N.W., Washington, D.C. 20549.

**10I. Subsidiary Information**

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

11A. General

We are exposed to market risk, including movements in foreign currency exchange and inflation-indexed interest rates. Since May 2013, we have not entered into any derivative transactions to hedge underlying exposure to foreign currencies. As a matter of policy, we do not enter into transactions of a speculative or trading nature. Interest rate and foreign exchange exposures are monitored by tracking actual and projected commitments and through the use of sensitivity analysis.

We have liabilities in shekels linked to the CPI and in foreign currencies. The following table provides information derived from the financial statements about these liabilities as of December 31, 2013.

Non-Derivative Instruments

	Fair Value (NIS equivalent in millions, except percentages)	Book Value (NIS equivalent in millions, except percentages)
<b>NIS-denominated debt linked to the CPI (1)</b>		
Long-term fixed Notes payable series B due 2016	387	365
Weighted average interest rate payable		3.4%
Long-term fixed Notes payable series C due 2018	766	702
Weighted average interest rate payable		3.35%
Long-term bank borrowing bearing fixed interest	567	532
Weighted average interest rate payable		2.75%
Long-term bank borrowing bearing fixed interest	221	200
Weighted average interest rate payable		3.42%
Other payables (2)	1	1
<b>NIS-denominated debt not linked to the CPI</b>		
Long-term variable interest Notes payable series D due 2021	537	541
Weighted average interest rate payable		2.63%
Long-term fixed Notes payable series E due 2017	808	739
Weighted average interest rate payable		5.5%
Long-term bank borrowing bearing variable interest (2)	152	152
Weighted average interest rate payable		2.83%
Long-term bank borrowing bearing fixed interest	292	250
Weighted average interest rate payable		5.70%
Trade payables and others (2)	614	614
<b>Debt denominated in foreign currencies (2)</b>		
Trade payables denominated in USD	75	75
Trade payables denominated in other foreign currencies (mainly EUR)	168	168
<b>Total</b>	<b>4,588</b>	<b>4,339</b>

(1) Amounts due for payment of principal and interest are adjusted according to the CPI. See "Item 5B Liquidity and Capital Resources".

(2) Book value approximates fair value at December 31, 2013.

## 11B. Foreign Exchange and Inflation

Substantially all of our revenues and a majority of our operating expenses are denominated in shekels. However, in 2013, between one fifth and one quarter of our operating expenses were linked to non-shekel currencies, mainly the US dollar. These expenses related mainly to the acquisition of handsets where the price paid by us is based on various foreign currencies, mainly the US dollar. Since May 2013, we do not enter into derivative transactions and thus we are exposed to the aforementioned foreign currency fluctuations. We do not hold or issue derivative financial instruments for trading purposes. In addition, a substantial amount of our capital expenditures are incurred in, or linked to, non-shekel currencies, mainly the US dollar. See Note 7 to the consolidated financial statements for description of the market risks.

Our Notes payable series B, C and our bank borrowings in a total principal amount of NIS 1,799 million as of December 31, 2013, are currently in shekels and are linked to the CPI. We may not be able to raise our tariffs pursuant to our license in a manner that would fully compensate for any increase in the CPI. Therefore, an increase in the rate of inflation may also have a material adverse impact upon us by increasing our finance expenses without an offsetting increase in revenue. In 2013, the CPI effective as of December 31, 2013, increased 1.8%, compared to the CPI effective as of December 31, 2012, causing NIS 46 million in our finance expenses, net, compared to an increase of 1.6% in 2012, which caused NIS 35 million in finance expenses. See Note 24 to the consolidated financial statements.

### Sensitivity analysis

A change of the CPI as at December 31, 2013, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	<u>Change</u>	<u>Equity</u>	<u>Profit</u>
		<u>New Israeli Shekels</u>	
		<u>in millions</u>	
<b>December 31, 2013</b>			
Increase in the CPI of	2.0%	(36)	(36)
Decrease in the CPI of	(2.0)%	36	36

A change of the USD exchange rate as at December 31, 2013, would increase (decrease) equity and profit in 2014 by the amounts shown below as regards assets and liabilities as of December 31, 2013, and expected capital expenditure purchases in 2014. The analysis below does not take into account the effect of any change in USD with respect to possible future commitments and other future expected purchases in US dollars, since the Company believes that it will be able to adjust shekel prices for goods and services it sells in the Israeli market to reflect any significant increases in cost resulting from changes in the shekel-US dollar exchange rate. This analysis assumes that all other variables remain constant.

	<u>Change</u>	<u>Equity</u>	<u>Profit</u>
		<u>New Israeli Shekels</u>	
		<u>in millions</u>	
<b>December 31, 2013</b>			
Increase in the USD of	10%	(22)	(22)
Decrease in the USD of	(10)%	22	22

## 11C. Interest rates

Since some of our notes payable and non-current borrowings bear variable interest rate, changes in interest rates cause cash flow risks. As of December 31, 2013, our Notes payable series D in a principal amount of NIS 545 million, and our bank borrowings in a principal amount of NIS 152 million bear variable rates of interest.

*Sensitivity analysis*

An increase (decrease) of 1% interest rates during 2013 in respect of our notes payable and non-current borrowings bearing variable interest would have resulted in an annual increase (decrease) in interest expenses of NIS 8 million. This analysis assumes that all other variables remain constant.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

***Fees and charges payable by ADR holders***

Citibank serves as the depository (the "Depository") for our American Depositary Receipt ("ADR") program. Pursuant to the deposit agreement between the Company, the Depository and owners and holders of ADRs (the "Deposit Agreement"), ADR holders may be required to pay various fees to the Depository. In particular, the Depository, under the terms of the Deposit Agreement, may charge the following fees: (i) Issuance Fee: to any person depositing shares or to whom ADSs are issued upon the deposit of shares, a fee not in excess of \$5.00 per 100 ADSs (or fraction thereof) (excluding issuances as a result of distributions described in paragraph (iv) below); (ii) Cancellation Fee: to any person surrendering ADSs for cancellation and withdrawal of deposited securities or to any person to whom deposited securities are delivered, a fee not in excess of \$5.00 per 100 ADSs (or fraction thereof) surrendered; (iii) Cash Distribution Fee: to any holder of ADS(s), a fee not in excess of \$5.00 per 100 ADSs (or fraction thereof) held for the distribution of cash dividends or other cash distributions (i.e., sale of rights and other entitlements); (iv) Stock Distribution/Rights Exercise Fee: to any holder of ADS(s), a fee not in excess of \$5.00 per 100 ADSs (or fraction thereof) held for (a) stock dividends or other free stock distributions or (b) exercise of rights to purchase additional ADSs; (v) Other Distribution Fee: to any holder of ADS(s), a fee not in excess of \$5.00 per 100 ADSs (or fraction thereof) held for the distribution of securities other than ADSs or rights to purchase additional ADSs (i.e., spin-off shares); and (vi) Depository Services Fee: to any holder of ADS(s), a fee not in excess of \$5.00 per 100 ADSs (or fraction thereof) held on the applicable record date(s) established by the Depository.

Owners, beneficial owners, persons depositing shares and persons surrendering ADSs for cancellation and for the purpose of withdrawing deposited securities shall be responsible for the following charges: (a) taxes (including applicable interest and penalties) and other governmental charges; (b) such registration fees as may from time to time be in effect for the registration of shares or other deposited securities on the share register and applicable to transfers of shares or other deposited securities to or from the name of the custodian, the Depository or any nominees upon the making of deposits and withdrawals, respectively; (c) such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the Deposit Agreement to be at the expense of the person depositing or withdrawing shares or owners and beneficial owners of ADSs; (d) the expenses and charges incurred by the Depository in the conversion of foreign currency; (e) such fees and expenses as are incurred by the Depository in connection with compliance with exchange control regulations and other regulatory requirements applicable to Shares, deposited securities, ADSs and receipts; and (f) the fees and expenses incurred by the Depository, the Custodian, or any nominee in connection with the delivery or servicing of deposited securities.

***Amounts received from the Depository***

During 2013, the Company received from Citibank payments in the amount of approximately \$1,115,000.

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

**ITEM 15. CONTROLS AND PROCEDURES**

(a) *Disclosure Controls and Procedures*. Our management, including our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2013. Disclosure controls and procedures means controls and other procedures designed to ensure that information required to be disclosed in the reports that we file under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Nevertheless, our disclosure controls and procedures are designed to provide reasonable assurance of achieving the desired control objectives. Based upon our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures in place as of December 31, 2013, were effective.

(b) *Management's Annual Report on Internal Control over Financial Reporting*. Our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of our records that in reasonable detail accurately and fairly reflect our transactions during the year;
- provide reasonable assurance that our transactions are recorded as necessary to permit the preparation of our financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that our receipts and expenditures are made only in accordance with authorizations of our management and Board of Directors (as appropriate); and
- provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2013, based on the framework for Internal Control-Integrated Framework set forth by The Committee of Sponsoring Organizations of the Treadway Commission (1992). Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

Our internal control over financial reporting as of December 31, 2013, has been audited by Kesselman & Kesselman, an independent registered public accounting firm in Israel and a member of PricewaterhouseCoopers International Limited, as stated in their report which is included under Item 18.

(c) *Attestation report of the registered public accounting firm.* The attestation report of Kesselman & Kesselman, an independent registered public accounting firm in Israel and a member of PricewaterhouseCoopers International Limited, regarding the Company's internal control over financial reporting is included under Item 18.

(d) *Changes in Internal Control Over Financial Reporting.* There were no significant changes in our internal control over financial reporting that occurred during the year ended December 31, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 16.**

**16A. AUDIT COMMITTEE FINANCIAL EXPERT**

The Board of Directors has determined that Dr. Michael Anghel, Mr. Barry Ben-Zeev and Mr. Arik Steinberg are "audit committee financial experts" as defined in Item 16A of Form 20-F. All the members of the audit committee are "independent directors" as defined in the SEC requirements applicable to us.

**16B. CODE OF ETHICS**

In 2013, we reviewed, updated and expanded our Code of Ethics. As previously, the revised Code of Ethics applies to our directors, officers and employees. The principal modifications to our Code of Ethics adopted in 2013 include:

- a more complete statement setting forth the values underlying the Code of Ethics;
- a detailed guide to appropriate behavior toward interested parties, including customers, suppliers, employees, directors, shareholders, franchisers and the community in which the Company operates;
- the extension of the Code of Ethics to our affiliated companies; and
- additional guidance for ensuring compliance with the Code of Ethics.

A copy of our Code of Ethics is posted on our website at [www.orange.co.il](http://www.orange.co.il) under "Investor Relations-Corporate Governance-Code of Ethics".

**16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Kesselman & Kesselman, our independent registered public accounting firm in Israel and a member of PricewaterhouseCoopers International Limited ("PwC"), have served as our independent public accountants for each of the fiscal years in the three-year period ended December 31, 2013, for which audited financial statements appear in this annual report on Form 20-F.

The following table presents the aggregate fees for professional services rendered by PwC to Partner in 2012 and 2013.

	2012 (NIS thousands)	2013 (NIS thousands)
Audit Fees (1)	2,905	2,112
Audit-related Fees (2)	340	293
Tax Fees (3)	355	329
<b>TOTAL</b>	<b>3,600</b>	<b>2,734</b>

- (1) Audit Fees consist of fees billed for the annual audit services engagement and other audit services, which are those services that only the external auditor can reasonably provide, and include the group audit; statutory audits; comfort letters and consents; and assistance with and review of documents filed with the SEC.
- (2) Audit-related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and include consultations concerning financial accounting and reporting standards, as well as the purchase of an accounting data base.
- (3) Tax Fees include fees billed for tax compliance services, including the preparation of tax returns and claims for tax refund; tax consultations, such as assistance and representation in connection with tax audits and appeals, and requests for rulings or technical advice from taxing authority.



Our audit committee's specific responsibilities in carrying out its oversight of the quality and integrity of the accounting, auditing and reporting practices of the Company include the approval of audit and non-audit services to be provided by the external auditor. The audit committee approves in advance the particular services or categories of services to be provided to the Company during the following yearly period and also sets forth a specific budget for such audit and non-audit services. Additional non-audit services may be pre-approved by the audit committee.

**16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASES**

Not applicable.

**16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**16G. CORPORATE GOVERNANCE**

See "Item 6C.5 NASDAQ Corporate Governance Rules and Our Practices", and also "Item 10B Memorandum and Articles of Association".

**ITEM 17. FINANCIAL STATEMENTS**

The company has responded to "Item 18. Financial Statements" in lieu of responding to this item.

**ITEM 18. FINANCIAL STATEMENTS**

The following financial statements are filed as part of this annual report.

**ITEM 19. EXHIBITS**

Pursuant to the rules and regulations of the Securities and Exchange Commission, we have filed certain agreements as exhibits to this annual report on Form 20-F. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Articles of Association last updated and approved on April 11, 2013
**1.2	Partner's Certificate of Incorporation
**1.3	Partner's Memorandum of Association
**2.(a).1	Form of Share Certificate
^^2.(a).2	Amended and Restated Deposit Agreement Between Partner and the Bank of New York
^^^2.(a).3	Amended and Restated Deposit Agreement Between Partner and Citibank N.A.
^2.(b).1	Form of Indenture between Partner and the Trust Company of Union Bank Ltd.
>>>>2.(b).2	Trust Deed
>>>>2.(b).3	Amendment no. 1 to the Trust Deed of November 26, 2009
^4.(a).1	Restatement of the Relationship Agreement dated April 20, 2005
>>>>4.(a).1.1	Letter of Undertaking by which Scailex entered into the Restated Relationship Agreement with the Company, October 28, 2009
+>>4.(a).1.2	Letter of Undertaking by which S.B. Israel Telecom entered into the Restated Relationship Agreement with the Company, January 29, 2013
**4.(a).2	License from the Israeli Ministry of Communications issued April 8, 1998, as amended by the amendments filed with the SEC as exhibits to our annual reports on Form 20-F for each of the years ended December 31, 2000, through December 31, 2010 (the "Amended License").
**4.(a).4	License Agreement for use of the Orange Brand in Israel dated September 14, 1998
#4.(a).4.1	Restated Amendment, dated as of January 31, 2012, to the Brand License Agreement dated 14 September 1998
**4.(a).5	Brand Support/Technology Transfer Agreement dated July 18, 1999
**4.(a).6	Agreement with Ericsson Radio Systems AB dated May 28, 1998
###4.(a).7	Agreement with LM Ericsson Israel Ltd. dated November 25, 2002
**4.(a).9	Lease Agreement with Mivnei Taasia dated July 2, 1998
^^4.(a).13	Asset Purchase Agreement with Med-1 dated as of January 22, 2006
4.(a).14-57	[reserved]
>4.(a).58	Special License from the Israeli Ministry of Communications for the Provision of Fixed-Line Domestic Transmission and Data Communications Services issued August 14, 2006.
>4.(a).59	Amendment No. 1 to Special License for the Provision of Fixed-Line Domestic Transmission and Data Communications Services issued September 10, 2006.
>4.(a).60	Exclusive General License from the Israeli Ministry of Communication for the Provision of Domestic Fixed-Line Telecommunications Services issued January, 15 2007 as amended by the amendments filed with the SEC as exhibits to our annual reports on Form 20-F for each of the years ended December 31, 2006, through December 31, 2009 (the "Amended Domestic Fixed-Line License").
###4.(a).65	Purchase Agreement with Nortel Networks Israel (Sales and Marketing) Ltd. dated November 12, 2003.
#>>4.(a).67	Swap Agreement with LM Ericsson Israel Ltd. dated December 20, 2007
#4.(a).68	[reserved]
#>>>>4.(a).69	Facility Agreement dated November 24, 2009
#4.(a).70	[reserved]
#4.(a).71	[reserved]

>>>>4.(a) 72 012 Smile Share Purchase Agreement  
>>>>4.(a) 73 English translation of the original Hebrew language 012 Smile Credit Facility, dated January 31, 2010  
4.(a).74-84 [reserved]  
4.(a).85 Amendment No. 69 to our License from the Israeli Ministry of Communications  
4.(a).86 Amendment No. 70 to our License from the Israeli Ministry of Communications  
4.(a).87 Amendment No. 71 to our License from the Israeli Ministry of Communications  
4.(a).88 Amendment No. 72 to our License from the Israeli Ministry of Communications  
4.(a).89 Amendment No. 73 to our License from the Israeli Ministry of Communications  
#>>>>4.(b).1 Addendum to Lease Agreements from November 1, 2002 and Lease Agreements in Beit Ofek  
>>>>4.(b).2 Registration Rights Agreement with Scailex  
4.(b).3 Registration Rights Agreement with S.B. Israel Telecom Ltd.  
+>>6. See Note 2x to the consolidated financial statements for information explaining how earnings (loss) per share information was calculated.  
>>>8. List of Subsidiaries (see "Item 4C – Organizational Structure").  
10.1 Consent of Kesselman & Kesselman  
10.2 Consent of Giza Singer Even Ltd.  
12.(a).1 Certification by CEO pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.  
12.(a).2 Certification by CFO pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.  
13.(a).1 Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
15.(b).1 Compensation Policy adopted on October 17, 2013 (incorporated by reference to Exhibit C from the Company's Current Report on Form 6-K (file No. 001-14968) filed on September 12, 2013)

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\*\* Incorporated by reference to our registration statement on Form F-1 (No. 333-10992).  
++ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2002.  
+++ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2003.  
^ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2004.  
^^ Incorporated by reference to our registration statement on Form F-6 (No. 333-132680).  
^^^ Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2005.  
^^^^ Incorporated by reference to our registration statement on Form F-6 (No. 333-177621).  
> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2006.  
>> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2007.  
>>>> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2009.  
>>>>> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2010.  
+> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2011.  
+>> Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2012.  
# Confidential treatment requested.

Confidential material has been redacted and has been separately filed with the Securities and Exchange

**SIGNATURES**

The Company hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Partner Communications Company Ltd.

By: /s/ Haim Romano

*Chief Executive Officer*

March 10, 2014

By: /s/ Ziv Leitman

*Chief Financial Officer*

March 10, 2014

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

2013 ANNUAL REPORT

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PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

2013 ANNUAL REPORT

TABLE OF CONTENTS

	<b>Page</b>
<a href="#"><u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u></a>	F - 2- F - 3
<b>CONSOLIDATED FINANCIAL STATEMENTS:</b>	
<a href="#"><u>Statements of Financial Position as of December 31, 2012 and 2013</u></a>	F - 4 - F- 5
<a href="#"><u>Statements of Income for the years ended December 31, 2011, 2012 and 2013</u></a>	F - 6
<a href="#"><u>Statements of Comprehensive Income for the years ended December 31, 2011, 2012 and 2013</u></a>	F - 7
<a href="#"><u>Statements of Changes in Equity for the years ended December 31, 2011, 2012 and 2013</u></a>	F - 8
<a href="#"><u>Statements of Cash Flows for the years ended December 31, 2011, 2012 and 2013</u></a>	F - 9- F - 10
<a href="#"><u>Notes to financial statements</u></a>	F - 11 - F - 87

The amounts are stated in New Israeli Shekels (NIS) in millions.

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## Report of Independent Registered Public Accounting Firm

To the Shareholders of

### **PARTNER COMMUNICATIONS COMPANY LTD.**

We have completed integrated audits of Partner Communications Company Ltd.'s ("the Company" or "Partner") consolidated financial statements and of its internal control over financial reporting as of December 31, 2013, in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our integrated audits, are presented below.

#### **Consolidated financial statements**

We have audited the consolidated statement of financial position of Partner as of December 31, 2012 and 2013, and the related consolidated statements of income, of comprehensive income, of changes in equity and of cash flows for each of the three years in the period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our integrated audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Company's Board of Directors and management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above, present fairly, in all material respects, the financial position of Partner as of December 31, 2012 and 2013, and the results of its operations, of changes in equity and of its cash flows for each of the three years in the period ended December 31, 2013, in conformity with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

#### **Internal control over financial reporting**

Also, in our opinion, the Company maintained, in all material respects, effective internal control over its financial reporting as of December 31, 2013, based on criteria established in the *Internal Control-Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel,*

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*P.O Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax: +972 -3- 7954556, www.pwc.com/il*

The Company's Board of Directors and management are responsible for maintaining effective internal control over financial reporting and management is responsible for the assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 15(b). Our responsibility is to express an opinion on the effectiveness of the Company's internal control over financial reporting based on our integrated audit. We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also includes performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Tel-Aviv, Israel  
March 9, 2014

Kesselman & Kesselman  
Certified Public Accountants (Isr.)  
A member firm of PricewaterhouseCoopers International Limited

*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel.*

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*P.O Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax:+972 -3- 7954556, www.pwc.com/il*



## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	New Israeli Shekels		Convenience
		December 31,		translation into
		2012	2013	U.S. dollars
		In millions		(note 2a)
		2012	2013	2013
<b>CURRENT ASSETS</b>				
Cash and cash equivalents		548	481	139
Trade receivables	8	1,397	1,051	302
Other receivables and prepaid expenses		47	45	12
Deferred expenses – right of use	12	22	28	8
Inventories	9	98	93	27
Income tax receivable		7	3	1
Derivative financial instruments	7	1	2	1
		<u>2,120</u>	<u>1,703</u>	<u>490</u>
<b>NON CURRENT ASSETS</b>				
Trade Receivables	8	509	289	83
Deferred expenses – right of use	12	138	118	34
Property and equipment	10	1,990	1,791	516
Licenses and other intangible assets	11	1,217	1,167	336
Goodwill	5, 13(b)	407	407	117
Deferred income tax asset	25	36	12	4
		<u>4,297</u>	<u>3,784</u>	<u>1,090</u>
<b>TOTAL ASSETS</b>		<u>6,417</u>	<u>5,487</u>	<u>1,580</u>

The financial statements were authorized for issue by the board of directors on March 9, 2014.

\_\_\_\_\_  
Haim Romano  
Chief Executive Officer

\_\_\_\_\_  
Ziv Leitman  
Chief Financial Officer

\_\_\_\_\_  
Barry Ben-Zeev (Woolfson)  
Director

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	New Israeli Shekels		Convenience
		December 31,		translation into
		2012	2013	U.S. dollars
		In millions		(note 2a)
		2012	2013	2013
<b>CURRENT LIABILITIES</b>				
Current maturities of notes payable and bank borrowings	15,16	306	334	96
Trade payables		866	761	219
Parent group - trade	26	70		
Payables in respect of employees		110	98	28
Other payables (mainly institutions)		59	45	13
Income tax payable			31	9
Deferred revenues		40	37	11
Provisions	14	60	67	19
Derivative financial instruments	7	14	1	*
		<u>1,525</u>	<u>1,374</u>	<u>395</u>
<b>NON CURRENT LIABILITIES</b>				
Notes payable	16	2,321	2,038	587
Bank borrowings	15	1,733	1,109	320
Liability for employee rights upon retirement, net	17	50	45	13
Dismantling and restoring sites obligation	14	28	31	9
Other non-current liabilities		10	16	4
Deferred tax liability	25	9	*	*
		<u>4,151</u>	<u>3,239</u>	<u>933</u>
<b>TOTAL LIABILITIES</b>		<u>5,676</u>	<u>4,613</u>	<u>1,328</u>
<b>EQUITY</b>				
	21			
Share capital - ordinary shares of NIS 0.01 par value: authorized - December 31, 2012 and 2013 - 235,000,000 shares; issued and outstanding - December 31, 2012 - **155,645,708 shares December 31, 2013 - **155,687,002 shares		2	2	1
Capital surplus		1,100	1,100	317
Accumulated retained earnings (deficit)		(10)	123	35
Treasury shares, at cost - December 31, 2012 and 2013 - 4,467,990 shares		(351)	(351)	(101)
<b>TOTAL EQUITY</b>		<u>741</u>	<u>874</u>	<u>252</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>6,417</u>	<u>5,487</u>	<u>1,580</u>

\* Representing an amount of less than 1 million  
\*\* Net of treasury shares

The accompanying notes are an integral part of the financial statements.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## CONSOLIDATED STATEMENTS OF INCOME

	Note	New Israeli Shekels			Convenience
		Year ended December 31			translation into
		2011	2012	2013	U.S. Dollars (note 2a)
		In millions (except earnings per share)			
Revenues, net	6	6,998	5,572	4,519	1,302
Cost of revenues	6, 22	4,978	4,031	3,510	1,011
<b>Gross profit</b>		<b>2,020</b>	<b>1,541</b>	<b>1,009</b>	<b>291</b>
Selling and marketing expenses	22	711	551	462	133
General and administrative expenses	22	291	236	217	63
Impairment of goodwill	13(b)	87			
Other income, net	23	105	111	79	23
<b>Operating profit</b>		<b>1,036</b>	<b>865</b>	<b>409</b>	<b>118</b>
Finance income	24	33	21	29	8
Finance expenses	24	327	255	240	69
Finance costs, net	24	294	234	211	61
<b>Profit before income tax</b>		<b>742</b>	<b>631</b>	<b>198</b>	<b>57</b>
Income tax expenses	25	299	153	63	18
<b>Profit for the year</b>		<b>443</b>	<b>478</b>	<b>135</b>	<b>39</b>
<b>Earnings per share</b>					
Basic		2.85	3.07	0.87	0.25
Diluted	27	2.84	3.07	0.86	0.25

The accompanying notes are an integral part of the financial statements.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	New Israeli Shekels			Convenience
		Year ended December 31			translation into
		2011	2012	2013	U.S. dollars
		In millions			(note 2a)
Profit for the year		443	478	135	39
<b>Other comprehensive losses, items that will not be reclassified to profit or loss</b>					
Remeasurements of post-employment benefit obligations	17	(21)	(17)	(9)	(3)
Income taxes relating to remeasurements of post-employment benefit obligations	25	5	4	2	1
<b>Other comprehensive losses for the year, net of income taxes</b>		(16)	(13)	(7)	(2)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>427</u>	<u>465</u>	<u>128</u>	<u>37</u>

The accompanying notes are an integral part of the financial statements.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

## Share capital

	Note	Share capital		Capital surplus	Accumulated earnings (deficit) In millions	Treasury shares	Total
		Number of Shares**	Amount				
<b>New Israeli Shekels:</b>							
<b>BALANCE AT JANUARY 1, 2011</b>		155,249,176	2	1,099	(124)	(351)	626
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2011</b>							
Total comprehensive income for the year					427		427
Exercise of options granted to employees		396,532	*	1			1
Employee share-based compensation expenses					19		19
Dividend	21				(648)		(648)
<b>BALANCE AT DECEMBER 31, 2011</b>		<u>155,645,708</u>	<u>2</u>	<u>1,100</u>	<u>(326)</u>	<u>(351)</u>	<u>425</u>
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2012</b>							
Total comprehensive income for the year					465		465
Employee share-based compensation expenses					11		11
Dividend	21				(160)		(160)
<b>BALANCE AT DECEMBER 31, 2012</b>		<u>155,645,708</u>	<u>2</u>	<u>1,100</u>	<u>(10)</u>	<u>(351)</u>	<u>741</u>
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2013</b>							
Total comprehensive income for the year					128		128
Exercise of options granted to employees		41,294	*	*			*
Employee share-based compensation expenses					5		5
<b>BALANCE AT DECEMBER 31, 2013</b>		<u>155,687,002</u>	<u>2</u>	<u>1,100</u>	<u>123</u>	<u>(351)</u>	<u>874</u>
<b>Convenience translation into U.S. Dollars (note 2a):</b>							
<b>BALANCE AT JANUARY 1, 2013</b>		<u>155,645,708</u>	<u>1</u>	<u>317</u>	<u>(3)</u>	<u>(101)</u>	<u>214</u>
<b>CHANGES DURING THE YEAR ENDED DECEMBER 31, 2013</b>							
Total comprehensive income for the year					37		37
Exercise of options granted to employees		41,294	*	*			
Employee share-based compensation expenses					1		1
<b>BALANCE AT DECEMBER 31, 2013</b>		<u>155,687,002</u>	<u>1</u>	<u>317</u>	<u>35</u>	<u>(101)</u>	<u>252</u>

\* Representing an amount less than 1 million.

\*\* Net of treasury shares.

The accompanying notes are an integral part of the financial statements.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	New Israeli Shekels			Convenience
		Year ended December 31			translation into
		2011	2012	2013	U.S. dollars
		In millions			(note 2a)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Cash generated from operations (Appendix)		1,881	1,858	1,548	446
Income tax paid	25	(311)	(153)	(9)	(3)
Net cash provided by operating activities		1,570	1,705	1,539	443
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Acquisition of property and equipment	10	(349)	(367)	(326)	(94)
Acquisition of intangible assets	11	(155)	(133)	(156)	(45)
Acquisition of 012 smile, net of cash acquired of NIS 23 million	5	(597)			
Interest received	24	12	9	8	2
Proceeds from sale of property and equipment		3	2	1	*
Proceeds from derivative financial instruments, net	7	1	18	(25)	(6)
Net cash used in investing activities		(1,085)	(471)	(498)	(143)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Proceeds from exercise of stock options granted to employees		1		*	*
Non-current bank borrowings received	15	900			
Proceeds from issuance of notes payable, net of issuance costs	16	1,136			
Dividend paid	21	(659)	(167)		
Repayment of finance lease		(4)	(2)	(1)	*
Interest paid	24	(235)	(200)	(181)	(52)
Repayment of current borrowings	15	(128)			
Repayment of non-current bank borrowings	15	(699)	(455)	(617)	(178)
Repayment of notes payable	16	(586)	(394)	(309)	(89)
Net cash used in financing activities		(274)	(1,218)	(1,108)	(319)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		211	16	(67)	(19)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		321	532	548	158
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		532	548	481	139

\* Representing an amount of less than 1 million.

The accompanying notes are an integral part of the financial statements.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## CONSOLIDATED STATEMENTS OF CASH FLOWS

## Appendix – Cash generated from operations and supplementary information

	Note	New Israeli Shekels			Convenience
		Year ended December 31,			translation into
		2011	2012	2013	U.S. dollars
		In millions			(note 2a)
					2013
<b>Cash generated from operations:</b>					
Profit for the year		443	478	135	39
Adjustments for:					
Depreciation and amortization	10, 11	743	700	669	193
Amortization of deferred expenses- Right of use	12	29	26	31	9
Impairment of deferred expenses- Right of use	12, 13(a)	148			
Impairment of goodwill	13(b)	87			
Impairment of intangible assets	13	114			
Employee share based compensation expenses	21	19	11	5	1
Liability for employee rights upon retirement, net	17	(26)	(12)	(14)	(4)
Finance costs, net	24	71	38	49	14
Change in fair value of derivative financial instruments	7	(19)	15	12	3
Interest paid	24	235	200	181	52
Interest received	24	(12)	(9)	(8)	(2)
Deferred income taxes	25	2	(10)	17	5
Income tax paid	25	311	153	9	3
Capital loss (gain) from property and equipment	10	2	*	(1)	*
Changes in operating assets and liabilities:					
Decrease (increase) in accounts receivable:					
Trade	8	(190)	467	566	163
Other		44	(5)	2	1
Increase (decrease) in accounts payable and accruals:					
Parent group - trade	26	70	(72)		
Trade		(37)	(107)	(115)	(33)
Other payables		(91)	(44)	(17)	(5)
Provisions	14	36	(5)	7	2
Deferred revenues		*	(11)	(3)	(1)
Increase in deferred expenses - Right of use	12	(27)	(25)	(17)	(5)
Current income tax liability	25	(13)	5	35	10
Decrease (increase) in inventories	9	(58)	65	5	1
<b>Cash generated from operations:</b>		<b>1,881</b>	<b>1,858</b>	<b>1,548</b>	<b>446</b>

\* Representing an amount less than 1 million.

**Supplementary information**

At December 31, 2011, 2012 and 2013, trade and other payables include NIS 217 million, NIS 280 million and NIS 223 million, respectively, in respect of acquisition of intangible assets and property and equipment.

These balances are recognized in the cash flow statements upon payment.

The accompanying notes are an integral part of the financial statements.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 1 - GENERAL**

**a. Reporting entity**

Partner Communications Company Ltd. ("the Company", "Partner") is a leading Israeli provider of telecommunications services under the orange™ brand and under the 012 Smile™ brand. The Company is incorporated and domiciled in Israel and its principal executive offices' address is 8 Amal Street, Afeq Industrial Park, Rosh-Ha'ayin 48103, Israel.

The Company's share capital consists of ordinary shares, which are traded on the Tel Aviv Stock Exchange Ltd. ("TASE") under the symbol "PTNR". American Depositary Shares ("ADSs"), each representing one of the Company's ordinary shares, are quoted on the NASDAQ Global Select Market™, under the symbol "PTNR". See also note 21(a).

On January 29, 2013, S.B. Israel Telecom Ltd., an affiliate of Saban Capital Group Inc., completed the acquisition of 44,850,000 ordinary shares of the Company from Scailex Corporation Ltd. and the acquisition of 3,200,000 ordinary shares of the Company from Leumi Partners Ltd. As a result, S.B. Israel Telecom Ltd. became the Company's principal shareholder. As of December 31, 2013 it held approximately 30.87% of the Company's outstanding ordinary shares, after omitting treasury shares.

Until January 29, 2013, the ultimate parent company was Suny Electronics Ltd., which is the parent company of Scailex Corporation Ltd, which was the Company's parent since October 28, 2009 ("Scailex", "Parent group"). On March 3, 2011, the Company completed the acquisition of 012 Smile Telecom Ltd. ("012 Smile"), from Merhav-Ampal Energy Ltd. 012 Smile provides international long distance services, internet services and local telecommunication fixed-line services (including telephony services using Voice Over Broadband ("VOB")) under the 012 Smile brand. See also note 5.

In November 2013 the Company and Hot Mobile Ltd signed a network sharing agreement and a rights of use agreement, see note 28.

These consolidated financial statements of the Company as of December 31, 2013, are comprised of the Company and its subsidiaries and partnerships (the "Group"). See the list of subsidiaries and partnerships and principles of consolidation in note 2(c).

**b. Operating segments**

The operating segments were determined based on the reports reviewed by the Chief Executive Officer (CEO) who is responsible for allocating resources and assessing performance of the operating segments, and therefore is the Chief Operating Decision Maker ("CODM"). The CEO considers the business from two operating segments, as follows (see also note 6):

(1) Cellular segment

The cellular segment includes cellular communication services such as airtime calls, international calls, messaging, browsing, content services and roaming services. Most of our post-paid cellular tariff plans for private customers are bundles including unlimited amounts of calls minutes and messaging, as well as limited browsing. Content services include mainly voice mail, text and multimedia messaging, as well as downloadable wireless data applications, including ring tones, music, games, and other informational content. Roaming services include calls, messaging and browsing services on networks with which the Company has a commercial roaming relationship. Other optional services, such as equipment extended warranty plans are also provided for monthly fees and are either sold separately or included in rate plan packages and bundles.



**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 1 - GENERAL** (continued)

**b. Operating segments (continued)**

(2) Fixed-line segment

The fixed-line segment includes: (1) Internet services ("ISP") under which the Group provides access to the internet as well as home WiFi networks, including Value Added Services ("VAS") such as anti-virus and anti-spam filtering; and fixed-line voice communication services provided through Voice Over Broadband ("VOB"), and Network Termination Point Services ("NTP") – under which the Group supply, install operate and maintain all types of endpoint network equipment and solutions, including providing and installing equipment and cabling, within a subscriber's place of business or premises. (2) Transmission services and Primary Rate Interface ("PRI"); (3) International Long Distance call services ("ILD"): outgoing and incoming international telephony, hubbing, roaming and signaling and calling card services.

The cellular segment and the fixed-line segment also include sales of telecommunications equipment: mainly handsets, phones, modems, data cards, domestic routers, smartboxes and related equipment.

Each segment is divided into services and equipment relating to revenues and cost of revenues. The operating segments include the following measures: revenues, cost of revenues, operating profit (loss), and Earnings Before Interest expenses (finance costs, net), Tax, Depreciation, Amortization (including amortization of intangible assets, deferred expenses-right of use, and share based compensation expenses) and impairment charges ("Adjusted EBITDA"). The CODM does not examine assets or liabilities for those segments separately for allocating resources and assessing performance of the operating segments therefore they are not presented in note 6 segment information.

**c. Main recent regulatory developments**

- (1) See information in respect of royalty payments in note 18(1).
- (2) See information in respect of corporate tax rates in note 25.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 1 - GENERAL** (continued)

**d. Group licenses**

The Group operates under the following licenses that were received from the Israeli Ministry of Communications ("MOC") and from the Israeli Civil Administration ("CA"):

	Type of services	Area of service	License owner	Granted by	Valid through	Guarantees made
(1)	Cellular	Israel	Partner Communications Company Ltd.	MOC	Feb 1, 2022	USD 10 million
(2)	Cellular	West Bank	Partner Communications Company Ltd.	CA	Feb 1, 2022	USD 0.5 million
(3)	ISP	Israel	Partner Communications Company Ltd.	MOC	Mar 30, 2018	
(4)	ISP	West Bank	Partner Communications Company Ltd.	CA	Mar 30, 2018	
(5)	ISP	Israel	012 Smile Telecom Ltd.	MOC	Dec 31, 2014	
(6)	ISP	West Bank	012 Smile Telecom Ltd.	CA	Feb 21, 2016	
(7)	ILD	Israel	012 Smile Telecom Ltd.	MOC	Nov 15, 2029	NIS 10.8 million
(8)	ILD	West Bank	012 Smile Telecom Ltd.	CA	Feb 21, 2018	NIS 0.6 million
(9)	VOB and PRI	Israel	012 Telecom Ltd.	MOC	Dec 21, 2025	NIS 12 million
(10)	VOB and PRI	West Bank	012 Telecom Ltd.	CA	Feb 21, 2018	
(11)	VOB and PRI	Israel	Partner Land-line Communication Solutions - Limited Partnership	MOC	Jan 15, 2027	NIS 12.1 million
(12)	VOB and PRI	West Bank	Partner Land-line Communication Solutions - Limited Partnership	CA	Mar 22, 2019	
(13)	NTP	Israel	Partner Land-line Communication Solutions - Limited Partnership	MOC	Feb 28, 2017	
(14)	NTP	Israel	012 Smile Telecom Ltd.	MOC	Dec 31, 2014	

With respect to license (1), the Company is entitled to request an extension of the license for an additional period of six years and then renewal for one or more additional 6 year periods, at the discretion of the MOC. Should the license not be renewed, the new license-holder is obliged to purchase the communications network and all the rights and obligations of the subscribers for a fair price, as agreed between the parties or as determined by an arbitrator.

Other licenses may be extended for various periods, at the discretion of the MOC or CA, respectively.

The Group believes that it will be able to receive extensions to the licenses upon request.

See also note 18 (7) as to additional guarantees made to third parties.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

**a. Basis of preparation of the financial statements**

(1) Statement of compliance

The consolidated financial statements of the Company ("the financial statements") have been prepared in accordance with International Financial Reporting Standards (IFRSs), as issued by the International Accounting Standards Board (IASB).

The principle accounting policies set out below have been consistently applied to all periods presented unless otherwise stated.

(2) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates, and requires management to exercise its judgment in the process of applying the Group's accounting policies. Areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**b. Foreign currency translations**

(1) Functional and presentation currency

The consolidated financial statements are measured and presented in New Israeli Shekels ("NIS"), which is the Group's functional and presentation currency as it is the currency of the primary economic environment in which the Group operates. The amounts presented in NIS millions are rounded to the nearest NIS million.

Until December 31, 2003 the Israeli economy was considered hyperinflationary according to IFRS, therefore the value of non-monetary assets, licenses and equity items have been adjusted for changes in the general purchasing power of the Israeli currency – NIS, based upon changes in the Israeli Consumer Price Index ("CPI") until December 31, 2003.

(2) Transactions and balances

Foreign currency transactions are translated into NIS using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement in finance costs, net.

(3) Convenience translation into U.S. Dollars (USD or \$)

The NIS figures at December 31, 2013 and for the period then ended have been translated into dollars using the representative exchange rate of the dollar at December 31, 2013 (USD 1 = NIS 3.471). The translation was made solely for convenience, is supplementary information, and is distinguished from the financial statements. The translated dollar figures should not be construed as a representation that the Israeli currency amounts actually represent, or could be converted into, dollars.

**c. Principles of consolidation**

The consolidated financial statements include the accounts of the Company and entities controlled by the Company. Control exists when the Company has the power over the investee; has exposure, or rights, to variable returns from involvement in the investee; and has the ability to use its power over the investee to affect its returns. Subsidiaries and partnerships are fully consolidated from the date on which control is transferred to the Company.

Inter-company transactions, balances, income and expenses on transactions between Group companies are eliminated in preparing the consolidated financial statements.

List of wholly owned Subsidiaries and partnerships:

012 Smile Telecom Ltd.

012 Telecom Ltd.

Partner Land-Line Communication Solutions - Limited Partnership

Partner Future Communications 2000 Ltd. ("PFC")

Partner Business Communications Solution - Limited Partnership

Partner Net Ltd.

012 Mobile GP Ltd.

Golden Lines 012 Telecommunication Services 2001 Ltd.

012 Mobile Limited Partnership

012 Global, Inc. is a consolidated company over which the Company has control.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

**d. Inventories**

Inventories of cellular handsets and fixed telephones, related accessories, spare parts, ISP modems and related equipment are stated at the lower of cost or net realizable value. Cost is determined on the "first-in, first-out" basis. The Group determines its allowance for inventory obsolescence and slow moving inventory based upon expected inventory turnover, inventory ageing and current and future expectations with respect to product offerings.

**e. Property and equipment**

Property and equipment are initially stated at cost.

Costs are included in the assets' carrying amounts or recognized as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance that do not meet the above criteria are charged to the statement of income during the financial period in which they are incurred.

Costs include expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

Changes in the obligation to dismantle and remove assets on sites and to restore the sites, on which they are located, other than changes deriving from the passing of time, are added or deducted from the cost of the assets in the period in which they occur. The amount deducted from the cost of the asset shall not exceed the balance of the carrying amount on the date of change, and any balance is recognized immediately in profit or loss, See (m) below.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Property and equipment is presented less accumulated depreciation, and accumulated impairment losses. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see (i) below).

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

e. **Property and equipment** (continued)

Depreciation is calculated using the straight-line method over the estimated useful economic lives of the assets, as follows:

	years
Communications network:	
Physical layer and infrastructure	10 - 25 (mainly 15, 10)
Other Communication network	3 - 15 (mainly 5, 10, 15)
Computers, software and hardware for information systems	3-10 (mainly 3-5)
Office furniture and equipment	7-15
Optic fibers and related assets	7-25 (mainly 20)
Property	25

Leasehold improvements are depreciated by the straight-line method over the term of the lease (including reasonably assured option periods), or the estimated useful economic life (5-10 years) of the improvements, whichever is shorter.

f. **Licenses and other intangible assets**

(1) Licenses costs and amortization (see also note 1 (d)):

- (a) The licenses to operate cellular communication services were recognized at cost, adjusted for changes in the CPI until December 31, 2003 (See note 2 (b)(1)) Borrowing costs which served to finance the license fee - incurred until the commencement of utilization of the license - were capitalized to cost of the license.
- (b) Partner Land-line Communication solutions – limited partnership's license for providing fixed-line communication services is stated at cost.
- (c) 012 Smile and its subsidiaries' licenses were recognized at fair value in a business combination as of the acquisition date of 012 Smile March 3, 2011 (see note 5).

The other licenses of the Group were received with no significant costs.

The licenses costs are amortized by the straight-line method over their economic useful lives (see note 1 (d)) excluding any ungranted possible future extensions that are not under the Group's control. The amortization expenses are included in the cost of revenues.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**f. Licenses and other intangible assets** (continued)

(2) Computer software:

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and to bring to use the specified software.

Development costs, including employee costs, that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognized as intangible assets when the capitalization criteria of IAS 38 are met. Other development expenditures that do not meet the capitalization criteria, such as software maintenance, are recognized as an expenses as incurred.

Computer software costs are amortized over their estimated useful lives (3 to 7 years) using the straight-line method, see also note 11.

(3) Customer relationships:

The Company has recognized as intangible assets customer relationships that were acquired in a business combination and recognized at fair value as of the acquisition date. Customer relationships are amortized to selling and marketing expenses over their estimated useful economic lives (5 to 10 years) based on the straight line method.

(4) Trade name:

Trade name was acquired in a business combination. The trade name is amortized to selling and marketing expenses over its estimated useful economic life (12 years) based on the straight line method.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**f. Licenses and other intangible assets** (continued)

(5) Subscriber Acquisition and Retention Costs (SARC):

Costs to acquire or retain postpaid mobile telecommunication subscribers, and costs to acquire ISP and VOB subscribers, pursuant to a contract with a commitment period and early termination penalties, are capitalized to intangible assets, if (1) such assets are identifiable and controlled; (2) it is probable that future economic benefits will flow from the subscribers to the Group; and (3) such costs can be measured reliably. If costs do not meet the aforementioned criteria they are recognized immediately as expenses.

The cost of the subsidized handset less the subscriber's payment towards the handset and sales commissions, are included in the subscriber acquisition and retention costs (see also (n)(2) below). The capitalized costs are amortized over their expected useful economic life which is not longer than their minimum enforceable period, which is generally a period of 18 months, using the straight-line method.

Capitalized ISP and VOB subscriber acquisition costs (mainly sales commissions) are amortized over their expected useful economic life which is not longer than their minimum enforceable period, which is generally a period of 18 or 36 months, using the straight-line method.

In the event that a subscriber churns off the network or the arrangement is cancelled within the period, any unamortized subscriber acquisition or retention costs are written off in the period in which the subscriber churns. The amortization expenses are included in the cost of revenues.

**g. Right Of Use (ROU) of international fiber optic cables**

Right of use (ROU) of international fiber optic cables was acquired in a business combination, subsequent additions are recognized at cost. The ROU is presented as deferred expenses (current and non-current) and is amortized on a straight line basis over a period beginning each acquisition of additional ROU in the framework and until 2027 (including expected contractual extension periods). See also notes 12 and 18(5).

**h. Goodwill**

Goodwill acquired in a business combination (see note 5) represents the excess of the consideration transferred over the net fair value of the identifiable assets acquired, and identifiable liabilities and contingent liabilities assumed. The goodwill has an indefinite useful economic life and is not subject to amortization; rather is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the Cash Generating Units ("CGUs"), or group of CGUs that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity which the goodwill is monitored for internal management purposes.



**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**h. Goodwill** (continued)

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. Any impairment loss would be recognized for the amount by which the carrying amount of goodwill exceeded its recoverable amount. The recoverable amount is the higher of value-in-use and the fair value less costs to sell. Value-in-use is determined by discounting expected future cash flows using a pre-tax discount rate. Any impairment is recognized immediately as an expense and is not subsequently reversed. See also note 13(b) in respect of impairments charges recorded in 2011.

**i. Impairment of non-financial assets with finite useful economic lives**

Assets that are subject to depreciation and amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indications exist an impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. Value-in-use is determined by discounting expected future cash flows using a pre-tax discount rate.

An impairment loss recognized in prior periods for an asset (or CGU) other than goodwill shall be reversed if, and only if, there has been a change in the estimates used to determine the asset's (or CGU's) recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset (or CGU) shall be increased to its recoverable amount. The increased carrying amount of an asset (or CGU) other than goodwill attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in the statement of income. See notes 11, 12 and 13(a) in respect of impairment charges recorded in 2011.

**j. Financial instruments**

The Group classifies its financial instruments in the following categories: (1) at fair value through profit or loss, (2) loans and receivables, and (3) liabilities at amortized cost. The classification depends on the purpose for which the financial instruments were acquired or assumed, determined at initial recognition. See note 7 (c) as to classification of financial instruments to the categories. Financial assets are classified as current if they are expected to mature within 12 months after the end of the reporting period; otherwise they are classified as non-current. Financial liabilities are included in current liabilities, except for maturities greater than 12 months after the end of the reporting period, which are classified as non-current liabilities.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)**

**j. Financial instruments (continued)**

(1) Financial instruments at fair value through profit or loss category:

Gains or losses arising from changes in the fair value of derivative financial instruments are presented in the income statement within "finance costs, net" in the period in which they arise. These financial instruments are classified into 3 levels based on their valuation method (see also note 7(c)):

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (as prices) or indirectly (derived from prices).

Level 3: inputs for assets or liabilities that are not based on observable market data.

(2) Loans and receivables category:

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are recognized initially at fair value and subsequently measured at amortized costs using the effective interest method, less any impairment loss.

Cash and cash equivalents are highly liquid investments, which include short-term bank deposits (up to 3 months from date of deposit) that are not restricted as to withdrawal or use.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the consolidated income statement. Trade receivables are presented net of allowance for doubtful accounts. The allowance is determined as a percentage of specific debts doubtful of collection, considering the likelihood of recoverability based on the age of the balances, the historical write-off experience net of recoveries, changes in the credit worthiness, and collection trends.

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership of the assets. The Company factors trade receivables resulting from sales of equipment by credit cards. The factoring is on a non-recourse basis. The factoring of accounts receivable is recorded by the Company as a sales transaction. The results of the factoring transaction are charged to financial income and expenses on the settlement date.

(3) Financial liabilities and borrowings at amortized cost category:

Financial liabilities at amortized cost are non-derivative financial instruments with fixed or determinable payment, including trade payables. Financial liabilities at amortized cost are recognized initially at fair value, net of transaction costs, and subsequently measured at amortized costs using the effective interest method.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**k. Employee benefits**

**(i) Post-employment benefits**

**1. Defined contribution plan**

According to Section 14 of the Israeli Severance Pay Law the Group's liability for some of the employee rights upon retirement is covered by regular contributions to various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. These plans are defined contribution plans, since the Group pays fixed contributions into a separate and independent entity. The Group has no legal or constructive obligations to pay further contribution if the fund does not hold sufficient assets to pay all employees the benefit relating to employee service in the current or prior periods. The amounts funded as above are not reflected in the statement of financial position. Obligations for contributions to defined contribution pension plans are recognized as an expense in the statement of income when they are due.

**2. Defined benefit plan**

Labor laws, agreements and the practice of the Group, require paying retirement benefits to employees dismissed or retiring in certain other circumstances (except for those described in 1 above), measured by multiplying the years of employment by the last monthly salary of the employee (i.e. one monthly salary for each year of tenure), the obligation of the Group to pay retirement benefits is treated as a defined benefit plan.

The liability recognized in the statement of financial position in respect of the defined benefit plan is the present value of the defined benefit obligation at end of the reporting period less the fair values of plan assets.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Israeli Government bonds that are denominated in the currency in which the benefits will be paid (NIS) and that have terms to maturity approximating the terms of the related liability, since the Group's management is in the opinion that Israel does not have a deep market for high-quality corporate bonds.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Interest costs in respect of the defined benefit plan are charged or credited to finance costs.

An Amendment to IAS 19, *Employee benefits*, became effective on January 1, 2013. The amendment replaces interest costs and expected returns on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (assets). The Company implemented the amendment retrospectively; it did not have a material effect on the Company's financial statements.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**k. Employee benefits** (continued)

(ii) **Termination benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably legally or constructively committed either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

(iii) **Short term employee benefits**

1. **Vacation and recreation benefits**

The employees are legally entitled to vacation and recreation benefits, both computed on an annual basis. This entitlement is based on the term of employment. This obligation is treated as a short term benefit under IAS 19. The Group charges a liability and expense due to vacation and recreation pay, based on the benefits that have been accumulated for each employee, on an undiscounted basis.

2. **Profit-sharing and bonus plans**

The Group recognizes a liability and an expense for bonuses based on consideration of individual performance and the Group's overall performance. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**l. Share based payments**

The Group operates an equity-settled share-based compensation plan, under which the Group receives services from employees as consideration for equity instruments of the Group. The fair value of the employee services received in exchange for the grant of the equity instruments is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the equity instruments granted, at the grant date. It is recognized over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of equity instruments that are expected to vest based on the vesting conditions, and recognizes the impact of the revision of original estimates, if any, in the statement of income, with corresponding adjustment to accumulated deficit.

The proceeds received net of any directly attributable transactions costs are credited to share capital and capital surplus when the equity instruments are exercised.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**m. Provisions**

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will require settling the obligation, and the amount has been reliably estimated. See also note 14.

- (1) In the ordinary course of business, the Group is involved in a number of lawsuits and litigations. The costs that may result from these lawsuits are only accrued for when it is probable that a liability, resulting from past events, will be incurred and the amount of that liability can be quantified or estimated within a reasonable range. The amount of the provisions recorded is based on a case-by-case assessment of the risk level, and events arising during the course of legal proceedings that may require a reassessment of this risk, and where applicable discounted at a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability. The Group's assessment of risk is based both on the advice of legal counsel and on the Group's estimate of the probable settlements amount that are expected to be incurred, if any. See also note 20.
- (2) The Company is required to incur certain costs in respect of a liability to dismantle and remove assets and to restore sites on which the assets were located. The dismantling costs are calculated according to best estimate of future expected payments discounted at a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as finance costs (unwinding of discount).
- (3) Provisions for handset warranties include obligations to customers in respect of handsets sold. Where there are a number of similar obligations, the likelihood that an outflow will be required in a settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any item included in the same class of obligations may be small.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**n. Revenues**

The Group's revenues are measured at fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of business. Revenue is presented net of Value-Added-Tax, returns, rebates and discounts, and intercompany revenues. The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities as described herein.

(1) Revenues from services:

Revenues from services (see note 1(b)) are recognized when the services are rendered, and all other revenue recognition criteria are met.

Revenues from pre-paid calling cards sold to customers are recognized upon the earlier of customer's usage of the cards, or expiration.

The Group records payments received in advance for services and services to be provided under contractual agreements, such as internet broadband, as deferred income until such related services are provided.

The Group determines whether it is acting as a principal or as an agent. The Group is acting as a principal if it has exposure to the significant risks and rewards associated with the rendering of services. Features that indicate that the Group is acting as a principal include: (a) the Group has the primary responsibility for providing the services to the customer or for fulfilling the order; (b) the Group has latitude in establishing prices, either directly or indirectly; and (c) the Group bears the customer's credit risk for the amount receivable from the customer. On the other hand, the Group is acting as an agent or an intermediary, if it does not have exposure to the significant risks and rewards associated with the rendering of services. One feature indicating that the Group is acting as an agent is that the amount the Group earns is predetermined, being either a fixed fee per transaction or a stated percentage of the amount billed to the customer. Based on the above considerations the Group determined that it is acting as an agent in respect of certain content services provided by third parties to customers, and therefore the revenues recognized from these services are presented on a net basis in the statement of income.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**n. Revenues** (continued)

(2) Revenues from sales of equipment:

Revenue from sale of equipment includes revenue from sale of handsets, routers, phones and related accessories and equipment. Revenue is recognized when the significant risks and reward of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement in regards to the goods, and the amount of revenue can be measured reliably.

Some sales of handsets with accompanying services constitute a revenue arrangement with multiple deliverables. Accordingly, consideration received is allocated to each deliverable based on the relative fair value of the individual element. The revenue from sales of handsets is recognized as equipment revenues upon the delivery of the equipment to the subscriber when all revenue recognition criteria are met.

The Company subsidizes, in some cases, the sale of the handset to end subscribers by selling it at a price below its cost to secure a fixed-term service contract for the purpose of acquiring new subscribers or retaining existing subscribers. The handset sale is then treated as a non-revenue-generating transaction and accordingly, no revenue is recognized from these types of handset sales. The subsidy, and direct selling expenses are capitalized as elements of subscriber acquisition and retention costs in accordance with accounting policy set out in note (f)(5) above. The subsidy represents the difference between the cost of the handset and the payment received from the subscriber for the handset.

(3) Revenues from non-current credit arrangements:

Revenues from non-current credit arrangements to customers in respect of sales of equipment are recognized on the basis of the present value of future cash flows, discounted at the prevailing rate for a similar instrument of an issuer with a similar credit rating. The difference between the original credit and its present value is recorded as other income over the credit period (see note 23 – unwinding of trade receivables).

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES** (continued)

**o. Leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from lessor) are charged to income statements on a straight-line basis over the lease term, including extending options which are reasonably certain.

Leases are classified as finance leases where the Group, as a lessee, has substantially all the risks and rewards of ownership. Finance leases are capitalized at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

**p. Advertising expenses**

Advertising expenses are charged to the statement of income as incurred. Advertising expenses for the years ended December 31, 2011, 2012 and 2013 totaled NIS 78 million, NIS 60 million and NIS 53 million, respectively.

**q. Tax expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted as of the end of the reporting period. Management periodically evaluates positions taken with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized on temporary differences arising between that tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from initial recognition of goodwill. Deferred income tax is determined using the tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax is realized or the deferred income tax liability is settled. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax assets are presented as non-current, see also note 25.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.



**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES** (continued)

**r. Share capital**

Ordinary shares are classified as equity.

Company's shares acquired by the Company (treasury shares) are presented as a reduction of equity, at the consideration paid, including any incremental attributable costs, net of tax. Treasury shares do not have a right to receive dividends or to vote.

**s. Dividend distributions**

Dividend distribution to the Company's shareholders is recognized as a liability in the Company's consolidated financial statements in the period in which the dividends are approved by the Company's board of directors, excluding distributions that are pending regulatory approval. See also note 21.

**t. Earnings Per Share (EPS)**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company and held as treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume exercise of all dilutive potential ordinary shares. The instruments that are potential dilutive ordinary shares are equity instruments granted to employees. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options (see note 27).

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 3 – RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

**The following new standards, amendments to standards or interpretations have been issued, but are not effective for the financial year beginning 1 January 2013, and have not been early adopted:**

- (1) IFRS 9 *Financial instruments*, is the first standard issued as part of a wider project to replace IAS 39. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply. 2013 amendments to IFRS 9 have removed the previous mandatory effective date of January 1, 2015, but the standard is available for immediate application. The Group is yet to assess the full impact of the standard.
- (2) In May 2013 the IASB issued amendments to IAS 36 *Impairment of Assets*. The amendment requires disclosures of recoverable amount of an individual asset (including goodwill) or a cash-generating unit, for which an impairment loss has been recognized or reversed during the period. The Group will implement the amendment for annual periods beginning on January 1, 2014 and this implementation is not expected to have a material effect on the financial statements.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 4 – CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

**a. Critical accounting estimates and assumptions**

(1) Estimating service revenues earned but not yet billed:

The Company recognizes service revenues based upon minutes, seconds and packages used, net of credits and adjustments for service discounts. Because the Company's billing cycles use cut-off dates, which for the most part do not coincide with the Company's reporting periods, the Company is required to make estimates for service revenues earned but not yet billed at the end of each reporting period. These estimates are based primarily upon actual unbilled usage of the Company's network by the customers, and also on historical data and trends. Actual billing cycle results may differ from the results estimated at the end of each period depending on subscriber usage and rate plan mix.

(2) Assessing the useful lives of assets:

The useful economic lives of the Group's assets are an estimate determined by management. The Group defines useful economic life of its assets in terms of the assets' expected utility to the Group. This estimation is based on assumptions of future changes in technology or changes in the Group's intended use of these assets, and experience of the Group with similar assets, and legal or contract periods where relevant. The assets estimated economic useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. See also note 2(e) and note 2(f).

(3) Assessing the recoverable amount for impairment tests of assets with finite useful economic lives:

The Group is required to determine at the end of each reporting period whether there is any indication that an asset may be impaired. If indicators for impairment are identified the Group estimates the assets' recoverable amount, which is the higher of an asset's fair value less costs to sell and value in use. The value-in-use calculations require management to make estimates of the projected future cash flows. Determining the estimates of the future cash flows is based on management past experience and best estimate for the economic conditions that will exist over the remaining useful economic life of the CGU. See also note 2(i).

The Group recorded in 2011 an impairment charge to certain assets in an amount of NIS 262 million. No impairment charges were recognized in 2012 and 2013. See note 13.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 4 – CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

a. Critical accounting estimates and assumptions (continued)

(4) Assessing the recoverable amount of goodwill for annual impairment tests:

The recoverable amounts of CGUs to which goodwill has been allocated have been determined based on the value-in-use calculations. Determining the estimates of the future cash flows is based on management past experience and management best estimate of the economic conditions.

The Group recorded in 2011 an impairment charge to goodwill in an amount of NIS 87 million. No impairment charges were recognized in 2012 and 2013. See note 13.

The key assumptions used in the December, 31, 2013 test were as follows:

Terminal growth rate	(negative 0.3%)
After-tax discount rate	11.7%
Pre-tax discount rate	15.8%

(5) Assessing allowance for doubtful accounts:

The allowance is established when there is objective evidence that the Group will not be able to collect amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, or delinquency or default in debtor payments are considered indicators that a trade receivable is impaired. The amount of the allowance is determined as a percentage of specific debts doubtful of collection, and taking into consideration the likelihood of recoverability of accounts receivable based on the age of the balances, the Group's historical write-off experience net of recoveries, changes in the credit worthiness of the Group's customers, and collection trends. The trade receivables are periodically reviewed for impairment.

(6) Considering uncertain tax positions

The assessment of amounts of current and deferred taxes requires the Group's management to take into consideration uncertainties that its tax position will be accepted and of incurring any additional tax expenses. This assessment is based on estimates and assumptions based on interpretation of tax laws and regulations, and the Group's past experience. It is possible that new information will become known in future periods that will cause the final tax outcome to be different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. See also notes 2(q) and 25.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 4 – CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)**

**b. Critical judgments in applying the Group's accounting policies**

(1) Considering the likelihood of contingent losses and quantifying possible settlements:

Provisions are recorded when a loss is considered probable and can be reasonably estimated. Judgment is necessary in assessing the likelihood that a pending claim or litigation against the Group will succeed, or a liability will arise, quantifying the possible range of final settlement. These judgments are made by management with the support of internal specialists, or with the support of outside consultants such as legal counsel. Because of the inherent uncertainties in this evaluation process, actual results may be different from these estimates.

(2) Considering sales with multiple deliverables:

The Group made judgments to determine that certain sales of equipment with accompanying services constitute an arrangement with multiple deliverables that are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole, and accordingly, consideration received is allocated to each deliverable based on the relative fair value of the individual element. See also note 2(n)(2).

(3) Determining probability of future utilization of deferred tax assets:

Deferred tax assets are recognized to the extent that their utilization is probable. The utilization of deferred tax assets will depend on whether it is probable that sufficient and suitable taxable profits will be available in the future, against which the reversal of the temporary differences can be deducted, taking into account any legal restrictions on the length of loss-carryforward period. Various factors are used to assess the probability of the future utilization of deferred tax assets, including past operating results, operational plans, loss-carryforward periods, and tax planning strategies. See also note 25.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 5 – ACQUISITION OF 012 SMILE**

On March 3, 2011, (the "acquisition date") the Company completed the acquisition of 012 Smile Telecom Ltd., from Merhav-Ampal Energy Ltd. (the "Seller"), (the "Transaction").

012 Smile, a private Israeli company, is a leading provider of communication services in Israel, which provides a wide range of broadband and traditional voice services. 012 Smile's services are part of the fixed-line segment, see note 1(b)(2).

The Company has acquired all of the issued and outstanding shares of 012 Smile and therefore is the controlling party of 012 Smile, which will allow it to become a leading comprehensive communications group, expanding its services and products.

The purchase price for the acquisition of 012 Smile was NIS 650 million which included the acquisition of all of the outstanding shares of 012 Smile and a loan from the previous shareholder to 012 Smile. The Company had previously paid NIS 30 million as a deposit for the acquisition. The remaining NIS 620 million was funded by cash on hand of NIS 158 million and notes payable of NIS 462 million. As part of the Transaction, 012 Smile undertook a liability to the Company by an amount similar to the abovementioned loan. As part of the Transaction, the Company also guaranteed the bank loans and other bank guarantees, which were provided to 012 Smile, in a total amount of approximately NIS 800 million. For information about developments occurred after the acquisition date in respect of 012 Smile's indebtedness see notes 15.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 5 – ACQUISITION OF 012 SMILE (continued)

The following table summarizes the consideration paid for 012 Smile, and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date:

	<b>March 3, 2011</b>
	<b>NIS in millions</b>
Current assets	295
Deferred expenses – right of use	282
Property and equipment	159
Intangible assets	408
Goodwill	494
Other non-current assets	21
Short term bank borrowings and current maturities of long-term borrowings	(201)
Accounts payables and provisions	(229)
Long term bank borrowings	(579)
	<b>650</b>
Reconciliation for net cash used in the acquisition:	
Less: Advance payment in respect of the acquisition of 012 Smile, made in 2010	(30)
Less: cash acquired	(23)
Net cash used in the acquisition of 012 Smile in 2011	<b>597</b>

The fair value of the trade receivables purchased was NIS 225 million. The book value was NIS 226 million less allowance for doubtful debts of NIS 1 million.

Intangible assets include, among other assets: trade name that was valued using the "Relief from Royalty" method, an approach under which fair value is estimated to be the present value of royalties saved; and customer relationships that were valued using the "Multi-Period Excess Earning" method, an approach under which the Company estimates the present value of expected cash flows resulting from the existing customer relationships. See note 2(g) for the amortization method and expected useful lives of intangible assets acquired in the business combination.

Goodwill in the amount of NIS 494 million arisen upon the acquisition date of 012 Smile on March 3, 2011 was recognized as the excess of the consideration transferred over the net fair value of the identifiable assets acquired, and identifiable liabilities and contingent liabilities assumed. The goodwill is allocated to the fixed-line segment. The goodwill represents assets and earnings that do not form separable identifiable assets under IFRS3, but are expected to contribute to the future results of the fixed-line segment: reduction in costs through synergies and economies of scale expected from combining the operations of 012 Smile and the Company; market knowledge; and highly skilled workforce. The total amount of goodwill that was expected to be deductible for income tax purposes as of the acquisition date is NIS 212 million. See also note 13 with respect to impairment charge in 2011 and subsequent impairment tests.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

## NOTE 6 – SEGMENT INFORMATION

	New Israeli Shekels			
	Year ended December 31, 2013			
	In millions			
	Cellular segment	Fixed-line segment	Elimination	Consolidated
Segment revenue - Services	2,876	908		3,784
Inter-segment revenue - Services	31	177	(208)	
Segment revenue - Equipment	703	32		735
<b>Total revenues</b>	<b>3,610</b>	<b>1,117</b>	<b>(208)</b>	<b>4,519</b>
Segment cost of revenues - Services	2,070	747		2,817
Inter-segment cost of revenues- Services	175	33	(208)	
Segment cost of revenues - Equipment	664	29		693
<b>Cost of revenues</b>	<b>2,909</b>	<b>809</b>	<b>(208)</b>	<b>3,510</b>
<b>Gross profit</b>	<b>701</b>	<b>308</b>		<b>1,009</b>
Operating expenses	544	135		679
Other income, net	77	2		79
<b>Operating profit</b>	<b>234</b>	<b>175</b>		<b>409</b>
Adjustments to presentation of Adjusted EBITDA				
- Depreciation and amortization	545	155		700
- Other (1)	5	*		5
<b>Adjusted EBITDA (2)</b>	<b>784</b>	<b>330</b>		<b>1,114</b>
Reconciliation of Adjusted EBITDA to profit before income tax				
- Depreciation and amortization				700
- Finance costs, net				211
- Other (1)				5
<b>Profit before income tax</b>				<b>198</b>



## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

## NOTE 6 – SEGMENT INFORMATION (continued)

	New Israeli Shekels			
	Year ended December 31, 2012			
	In millions			
	Cellular segment	Fixed-line segment	Elimination	Consolidated
Segment revenue - Services	3,564	1,076		4,640
Inter-segment revenue - Services	28	134	(162)	
Segment revenue - Equipment	896	36		932
<b>Total revenues</b>	<b>4,488</b>	<b>1,246</b>	<b>(162)</b>	<b>5,572</b>
Segment cost of revenues - Services	2,351	861		3,212
Inter-segment cost of revenues- Services	134	28	(162)	
Segment cost of revenues - Equipment	787	32		819
<b>Cost of revenues</b>	<b>3,272</b>	<b>921</b>	<b>(162)</b>	<b>4,031</b>
<b>Gross profit</b>	<b>1,216</b>	<b>325</b>		<b>1,541</b>
Operating expenses	584	203		787
Other income, net	110	1		111
<b>Operating profit</b>	<b>742</b>	<b>123</b>		<b>865</b>
Adjustments to presentation of Adjusted EBITDA				
- Depreciation and amortization	562	164		726
- Other (1)	10	1		11
<b>Adjusted EBITDA (2)</b>	<b>1,314</b>	<b>288</b>		<b>1,602</b>
Reconciliation of Adjusted EBITDA to profit before income tax				
- Depreciation and amortization				726
- Finance costs, net				234
- Other (1)				11
<b>Profit before income tax</b>				<b>631</b>

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 6 – SEGMENT INFORMATION (continued)

	New Israeli Shekels			
	Year ended December 31, 2011			
	In millions			
	Cellular segment	Fixed-line segment	Elimination	Consolidated
Segment revenue - Services	4,219	1,005		5,224
Inter-segment revenue - Services	29	122	(151)	
Segment revenue - Equipment	1,748	26		1,774
<b>Total revenues</b>	<b>5,996</b>	<b>1,153</b>	<b>(151)</b>	<b>6,998</b>
Segment cost of revenues – Services	2,601	969		3,570
Inter-segment cost of revenues- Services	122	29	(151)	
Segment cost of revenues - Equipment	1,379	29		1,408
<b>Cost of revenues</b>	<b>4,102</b>	<b>**1,027</b>	<b>(151)</b>	<b>4,978</b>
<b>Gross profit</b>	<b>1,894</b>	<b>126</b>		<b>2,020</b>
Operating expenses	712	**290		1,002
Impairment of goodwill		87		87
Other income, net	105			105
<b>Operating profit (loss)</b>	<b>1,287</b>	<b>(251)</b>		<b>1,036</b>
Adjustments to presentation of Adjusted EBITDA				
– Depreciation and amortization	590	182		772
– Impairment of intangible assets, deferred expenses and goodwill (see note 13)		349		349
– Other (1)	19	2		21
<b>Adjusted EBITDA (2)</b>	<b>1,896</b>	<b>282</b>		<b>2,178</b>
Reconciliation of Adjusted EBITDA to profit before income tax				
- Depreciation and amortization				772
- Impairment of intangible assets, deferred expenses and goodwill				349
- Finance costs, net				294
- Other (1)				21
<b>Profit before income tax</b>				<b>742</b>

\* Representing an amount of less than 1 million.

\*\* Including impairment charges see note 13.

(1) Mainly employee share based compensation expenses.

(2) Adjusted EBITDA as reviewed by the CODM represents Earnings Before Interest (finance costs, net), Taxes, Depreciation, Amortization (including amortization of intangible assets, deferred expenses-right of use, and share based compensation expenses) and impairment charges, as a measure of segment profit. Adjusted EBITDA is not a financial measure under IFRS and may not be comparable to other similarly titled measures for other companies. Adjusted EBITDA may not be indicative of the Group's historic operating results nor is it meant to be predictive of potential future results. The usage of the term "Adjusted EBITDA" is to highlight the fact that the Amortization includes amortization of deferred expenses – right of use and employee share based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT**

**a. Financial risk factors**

The Group is exposed to a variety of financial risks: credit, liquidity and market risks as part of its normal course of business. The Group's risk management objective is to monitor risks and minimize the possible influence that results from this exposure, according to its evaluations and expectations of the parameters that affect the risks.

**1. Risk Management**

Risk management is carried out by the treasury department under policies and/or directions resolved and approved by the board of directors.

**2. Market risks**

**(a) Description of market risks**

Fair value risk due to interest rate changes

The fair value risk due to interest rate changes arises from non-current borrowings and notes payable bearing fixed interest rates. Since they are measured and presented in the statement of financial position at amortized cost, changes in the interest rate do not affect the financial statements nor cash flows in respect of the notes payable. The Group does not enter into interest risk hedging transactions.

Cash flow risk due to interest rate changes and CPI changes

The Group is exposed to fluctuations in the Israeli Consumer Price index (CPI), as some of the Group's non-current borrowings and notes payable are linked to the CPI. The Group did not enter into CPI hedging transactions in 2011, 2012 and 2013.

Furthermore, the Group's notes payable and non-current borrowings bearing variable interest rate cause cash flow risks. Based on simulations performed, an increase (decrease) of 1% interest rates during 2013 in respect of the abovementioned financial instruments would have resulted in an annual increase (decrease) in interest expenses of NIS 8 million. The Group does not enter into interest rate hedging transactions.

Foreign exchange risk

The Group's operating income and cash flows are exposed to currency risk, mainly due trade receivables and trade payables denominated in foreign currencies. During 2013 the Group closed its free standing forward contracts positions and as of December 31, 2013 does not have foreign exchange rate freestanding forward contracts.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

a. Financial risk factors (continued)

2. Market risks (continued)

(b) Analysis of linkage terms of financial instruments balances

	December 31, 2013				
	In or linked to USD	In or linked to other foreign currencies (mainly			Total
		EURO)	NIS linked to CPI	NIS unlinked	
	New Israeli Shekels In millions				
<b>Current assets</b>					
Cash and cash equivalents	1	1		479	481
Trade receivables**	50	132		869	1,051
Other receivables				16	16
Derivative financial instruments	2				2
<b>Non-current assets</b>					
Trade receivables				289	289
<b>Total assets</b>	<b>53</b>	<b>133</b>		<b>1,653</b>	<b>1,839</b>
<b>Current liabilities</b>					
Current maturities of notes payable and current borrowings			122	212	334
Trade payables**	75	168		518	761
Payables in respect of employees				87	87
Other payables			1	9	10
Derivative financial instruments	*	1			1
<b>Non-current liabilities</b>					
Notes payable			945	1,093	2,038
Bank borrowings			732	377	1,109
<b>Total liabilities</b>	<b>75</b>	<b>169</b>	<b>1,800</b>	<b>2,296</b>	<b>4,340</b>

	In or linked to foreign currencies New Israeli Shekels in millions
<b>** Accounts that were set-off under enforceable netting arrangements</b>	
Trade receivables gross amounts	453
Set-off	(271)
Trade receivables, net	182
Trade payables gross amounts	514
Set-off	(271)
Trade payables, net	243
<b>Net balances</b>	<b>(61)</b>

\* Representing an amount less than 1 million

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

a. Financial risk factors (continued)

2. Market risks (continued)

(b) Analysis of linkage terms of financial instruments balances (continued)

	December 31, 2012				Total
	In or linked to USD	In or linked to other foreign currencies (mainly		NIS unlinked	
		EURO)	NIS linked to CPI		
New Israeli Shekels In millions					
<b>Current assets</b>					
Cash and cash equivalents	3			545	548
Trade receivables	8	47		1,342	1,397
Other receivables				20	20
Derivative financial instruments	1				1
<b>Non- current assets</b>					
Trade receivables				509	509
<b>Total assets</b>	<u>12</u>	<u>47</u>		<u>2,416</u>	<u>2,475</u>
<b>Current liabilities</b>					
Current maturities of notes payable and current borrowings			120	186	306
Trade payables	110	61		695	866
Parent group - trade	45			25	70
Payables in respect of employees and other payables (mainly institutions)	1		2	108	111
Derivative financial instruments	14				14
<b>Non- current liabilities</b>					
Notes payable			1,046	1,275	2,321
Bank borrowings			1,007	726	1,733
<b>Total liabilities</b>	<u>170</u>	<u>61</u>	<u>2,175</u>	<u>3,015</u>	<u>5,421</u>

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

a. Financial risk factors (continued)

2. Market risks (continued)

(c) Details regarding the derivative financial instruments, foreign exchange and CPI risk management and sensitivity analysis

The notional amounts of derivatives as of December 31, 2011, 2012 and 2013, are as follows, based on the amounts of currencies to be received, translated into NIS at the exchange rates prevailing at each of the reporting dates, respectively:

	New Israeli Shekels	
	December 31	
	2012	2013
	In millions	
Forward transactions pay NIS, receive USD	373	-
Forward transactions pay Euro, receive USD	247	-
Embedded derivatives pay USD, receive NIS	64	35

See also note 7 (a)(4) below regarding maturity dates of the derivative financial instruments.

Data regarding the dollar exchange rate and the Israeli CPI:

	Exchange rate of one Dollar	Exchange rate of one Euro	Israeli CPI*
At December 31:			
2013	NIS 3.471	NIS 4.782	223.80 points
2012	NIS 3.733	NIS 4.921	219.80 points
2011	NIS 3.821	NIS 4.938	216.27 points
Increase (decrease) during the year:			
2013	(7.0)%	(2.8)%	1.8%
2012	(2.3)%	(0.35)%	1.6%
2011	7.7%	4.2%	2.2%

\* Index for each reporting period's last month, on the basis of 1993 average = 100 points.

Sensitivity analysis:

An increase (decrease) of 2% in the CPI as at December 31, 2011, 2012 and 2013 would have decreased (increased) equity and profit by NIS 51 million, NIS 44 million, and 36 million, for the years ended December 31, 2011, 2012, 2013 respectively, assuming all other variables remain constant.

An increase (decrease) of 5% in the USD exchange rate as at December 31, 2011, 2012 and 2013 would have increased (decreased) equity and profit by NIS 6 million, NIS 3 million, and NIS (3) million, for the years ended December 31, 2011, 2012, 2013 respectively, assuming that all other variables remain constant.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT** (continued)

**a. Financial risk factors** (continued)

**3. Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade receivables, and also from cash and cash equivalents and other receivables. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Group conducts credit evaluations on receivables of certain types over a certain amount, and requires collaterals against them. Accordingly, the financial statements include appropriate allowances for estimated irrecoverable amounts. See also note 2 (j) (2).

The carrying amount of financial assets represents the maximum credit exposure, see note 7 (c).

The cash and cash equivalents are held in leading Israeli commercial banks, rated by Standard & Poor's Maalot at between ilAA-/Stable to ilAA+/stable.

The trade receivables are significantly widespread, and include individuals and businesses, and therefore have no representing credit rating.

See also note 8 as to the assessment by aging of the trade receivables and related allowance for doubtful accounts.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

a. Financial risk factors (continued)

4. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation. The Group's policy is to ensure that it has sufficient cash and cash equivalents, and credit facilities to meet expected operational expenses, dividends and financial obligations.

Maturities of financial liabilities as at December 31, 2013:

	2014	2015	2016	2017 to 2018	2019 to 2020	2021 to 2022	Total undisco- unted	Less offering expenses and discounts	Total discounted
New Israeli Shekels in millions									
Principal payments of long term indebtedness:									
Notes payable series B (*)	122	122	122				366	(1)	365
Notes payable series C (*)			235	469			704	(2)	702
Notes payable series D				218	218	109	545	(4)	541
Notes payable series E	187	187	187	187			748	(9)	739
Bank borrowing A (*)			177	355			532		532
Bank borrowing C				25	50		75		75
Bank borrowing D	25	25	25	50	50		175		175
Bank borrowing E					152		152		152
Bank borrowing F (*)					200		200		200
Expected interest payments of long term borrowings and notes payables (*)	129	114	98	111	29	2	483		483
Trade and other payables	849						849		849
Derivative financial instruments	1						1		1
	<u>1,313</u>	<u>448</u>	<u>844</u>	<u>1,415</u>	<u>699</u>	<u>111</u>	<u>4,830</u>	<u>(16)</u>	<u>4,814</u>

(\*) Linked to the CPI as of December 31, 2013

See notes 15 and 16 in respect of bank borrowings and notes payable respectively.

b. Capital risk management

Credit rating: on June 20, 2013 Standard & Poor's Maalot ("S&P Maalot") reaffirmed the Company's credit rating and raised the Company's rating outlook to iIAA-/Stable on a local scale.

See note 15(2) regarding financial covenants.

See note 21(c) regarding dividends.



PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 7 – FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

c. Fair values of financial instruments

As detailed in note 2(j) the financial instruments are categorized as following:

Fair Value Through Profit or Loss (FVTPL); Loans and Receivables (L&R); Amortized Cost (AC). The financial instruments that are categorized FVTPL are derivative financial instruments. Their fair values are calculated by discounting estimated future cash flows based on the terms and maturity of each contract and using forward rates for a similar instrument at the measurement date. All significant inputs in this technique are observable market data and rely as little as possible on entity specific estimates – this method matches the "Level 2" fair value measurement level hierarchy. There were no transfers between fair value levels during the year.

Carrying amounts and fair values of financial assets and liabilities, and their categories:

Category	December 31, 2012			December 31, 2013		
	Carrying amount	Fair value	Interest rate used (**)	Carrying amount	Fair value	Interest rate used (**)
	New Israeli Shekels in millions					
<b>Assets</b>						
Cash and cash equivalents	L&R	548	548	481	481	
Trade receivables	L&R	1,906	1,907	1,340	1,343	6.24%
Other receivables (*)	L&R	20	20	20	20	
Derivative financial instruments	FVTPL					
	Level 2	1	1	2	2	
<b>Liabilities</b>						
Notes payable series B	AC	478	503	365	387	Market quote
Notes payable series C	AC	688	741	702	766	Market quote
Notes payable series D	AC	540	515	541	537	Market quote
Notes payable series E	AC	921	987	739	808	Market quote
Trade and other payables (*)	AC	962	962	849	849	
Bank borrowing A	AC	522	545	532	567	1.09%
Bank borrowing C	AC	175	194	75	91	2.13%
Bank borrowing D	AC	175	194	175	201	2.13%
Bank borrowing E (*)	AC	376	376	152	152	
Bank borrowing F	AC	485	519	200	221	1.69%
Parent group – trade (*)	AC	70	70	-	-	
Finance lease obligation (*)	AC	1	1	-	-	
Derivative financial instruments	FVTPL					
	Level 2	14	14	1	1	

(\*) The fair value of these financial instruments equals their carrying amounts, as the impact of discounting is not significant.

(\*\*) The fair values of the notes payable are quoted market prices at the end of the reporting period are within level 1 of the fair value hierarchy. The fair values of other instruments under L&R and AC categories were calculated based on observable weighted average of interest rates derived from quoted market prices of the Group's notes payable of similar terms and nature, are within level 2 of the fair value hierarchy.

See also notes 15 and 16 in respect of bank borrowings and notes payable.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 8 – TRADE RECEIVABLES**

(a) Composition:

	<b>New Israeli Shekels</b>	
	<b>December 31</b>	
	<b>2012</b>	<b>2013</b>
	<b>In millions</b>	
Trade (current and non-current)	2,212	1,590
Deferred interest income	(84)	(48)
Allowance for doubtful accounts	(222)	(202)
	<u>1,906</u>	<u>1,340</u>
Current	<u>1,397</u>	<u>1,051</u>
Non – current	<u>509</u>	<u>289</u>

Non-current trade receivables bear no interest. These balances are in respect of equipment sold in installments (18-36 monthly payments). The current amount is computed on the basis of the interest rate relevant at the date of the transaction (2012 – 6.77% - 7.25%) (2013 – 6.24% - 6.95%).

During 2012 and 2013 the Company factored non-current trade receivables resulting from sales of handsets through credit cards in an amount of NIS 321 million and NIS 272 million, respectively. The factoring was executed through a clearing company, on a non-recourse basis. The factoring of accounts receivable was recorded by the Company as a sale transaction under the provisions of IAS 39. The resulting costs were charged to "finance expenses" in the statement of income, as incurred.

The Group does not have continuing involvement in the factored trade receivables.

(b) Allowance for doubtful accounts:

The changes in the allowance for the years ended December 31, 2011, 2012 and 2013 are as follows:

	<b>New Israeli Shekels</b>		
	<b>Year ended</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>In millions</b>		
Balance at beginning of year	256	244	222
Receivables written-off during the year as uncollectible	(55)	(69)	(70)
Charge or expense during the year	43	47	50
Balance at end of year	<u>244</u>	<u>222</u>	<u>202</u>

Doubtful accounts expenses are recorded in the statement of income under General and Administrative expenses.

See note 7(a)(3) regarding trade receivables credit risk.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 8 – TRADE RECEIVABLES (continued)

(b) Allowance for doubtful accounts (continued)

The aging of gross trade receivables and their respective allowance for doubtful accounts as of December 31, 2012 and 2013 is as follows:

	New Israeli Shekels			
	December 31			
	2012		2013	
	In millions			
	Gross	Allowance	Gross	Allowance
Not past due	1,867	31	1,315	16
Past due less than one year	163	60	117	64
Past due more than one year	182	131	158	122
	<u>2,212</u>	<u>222</u>	<u>1,590</u>	<u>202</u>

NOTE 9 – INVENTORY

	New Israeli Shekels	
	December 31	
	2012	2013
	In millions	
Handsets	67	69
Accessories and other	12	11
Spare parts	12	8
ISP modems, routers, servers and related equipment	7	5
	<u>98</u>	<u>93</u>
Write-offs recorded	2	2
Cost of inventory recognized as expenses and included in cost of revenues for the year ended	<u>841</u>	<u>705</u>

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 10 – PROPERTY AND EQUIPMENT

	Communication network	Computers and information systems(**)	Optic fibers and related assets	Office furniture and equipment	Property and leasehold improvements	Total
New Israeli Shekels In millions						
<b>Cost</b>						
Balance at January 1, 2011	2,129	317	328	21	228	3,023
Acquisition of 012 Smile	101	27		7	24	159
Additions in 2011	217	45	37	5	37	341
Disposals in 2011	57	35	1	3	24	120
Balance at December 31, 2011	2,390	354	364	30	265	3,403
Additions in 2012	295	61	48	3	17	424
Disposals in 2012	184	14		2	4	204
Balance at December 31, 2012	2,501	401	412	31	278	3,623
Additions in 2013	208	2	38	*	10	258
Disposals in 2013	205	71	-	1	74	351
Balance at December 31, 2013	2,504	332	450	30	214	3,530
<b>Accumulated Depreciation</b>						
Balance at January 1, 2011	714	110	44	13	84	965
Depreciation in 2011	369	66	26	6	35	502
Disposals in 2011	55	35		2	23	115
Balance at December 31, 2011	1,028	141	70	17	96	1,352
Depreciation in 2012	352	62	23	5	42	484
Disposals in 2012	183	14		2	4	203
Balance at December 31, 2012	1,197	189	93	20	134	1,633
Depreciation in 2013	318	61	27	3	48	457
Disposals in 2013	205	71	-	1	74	351
Balance at December 31, 2013	1,310	179	120	22	108	1,739
<b>Carrying amounts, net</b>						
At December 31, 2011	1,362	213	294	13	169	2,051
At December 31, 2012	1,304	212	319	11	144	1,990
At December 31, 2013	1,194	153	330	8	106	1,791

(\*) Representing an amount less than 1 million.

(\*\*) Including finance leased in an immaterial amount.

	New Israeli Shekels		
	Year ended December 31		
	2011	2012	2013
In millions			
<b>Depreciation expenses charged to the income statement:</b>			
Cost of revenues	470	454	427
Selling and marketing expenses	15	13	13
General and administrative expenses	17	17	17
	502	484	457
Cost additions include capitalization of salary and employee related expenses	16	24	42



PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 12 – DEFERRED EXPENSES – RIGHT OF USE

	New Israeli Shekels in millions
<b>Cost</b>	
Balance at January 1, 2011	-
Acquisition of 012 Smile	311
Additional payments in 2011	27
Balance at December 31, 2011	338
Additional payments in 2012	25
Balance at December 31, 2012	363
Additional payments in 2013	17
Balance at December 31, 2013	380
<b>Accumulated amortization and impairment</b>	
Balance at January 1, 2011	-
Amortization during the period (*)	29
Impairment charge (see note 13(a)(2))	148
Balance at December 31, 2011	177
Amortization in 2011	26
Balance at December 31, 2012	203
Amortization in 2013	31
Balance at December 31, 2013	234
<b>Carrying amount, net</b>	
At December 31, 2011	161
Current	19
Non-current	142
<b>Carrying amount, net</b>	
At December 31, 2012	160
Current	22
Non-current	138
<b>Carrying amount, net</b>	
At December 31, 2013	146
Current	28
Non-current	118

See also note 18(5).

(\*) The amortization was recorded for the period beginning March 3, 2011 the date of acquisition of 012 Smile, and until December 31, 2011.

The amortization charges are charged to cost of revenues in the statement of income.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 13 – IMPAIRMENT TESTS

a. Impairment tests of assets with finite useful economic lives

(1) Subscriber acquisition and retention costs

In August 2011, an amendment to the Telecommunications Law was enacted with respect to exit fees charged from subscribers of various other telecommunications operators: cable and satellite, internet, fixed-line telephony and international telephony. According to the amendment, new subscribers may not be charged exit fees while existing subscribers with average monthly bills lower than NIS 5,000, may be charged exit fees of no more than 8% of the subscriber's average monthly bill for operator's services until termination, multiplied by the balance of the remaining number of months in the commitment period.

As a result, the Group recorded in 2011 an impairment of intangible asset of VOB and ISP subscriber acquisition costs (fixed-line segment) in an amount of NIS 27 million. The impairment was charged to cost of revenues.

(2) Assets of the VOB/ISP CGU

During December 2011, Bezeq International Ltd. completed the installation of an underwater cable between Israel and Italy and began commercial use thereafter. In addition, Tamars Telecom Ltd. was in the final stages of laying another underwater cable which was completed in January 2012, allowing new communication channels between Israel and Western Europe. The additional capacity significantly increased the level of competition in the market for international connectivity services that, until December 2011, had been comprised of a sole monopoly supplier. The increased competition in the market for international connectivity services during the fourth quarter of 2011 led to a sharp decline in prices and the Company's expectations for increased competition in the retail ISP market that would lead to a decrease in prices and market share, indicated the need to perform an impairment test to certain assets of the fixed-line segment as at December 31, 2011.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 13 – IMPAIRMENT TESTS**

**a. Impairment tests of assets with finite useful economic lives(continued)**

(2) Assets of the VOB/ISP CGU (continued)

For the purpose of the impairment test as at December 31, 2011, the assets were grouped to the lowest level for which there are separately identifiable cash flows (CGU). The Group reviewed the recoverability of the VOB/ISP assets. As a result, an impairment charge in a total amount of NIS 235 million was recognized. The impairment charge was allocated to the assets of the CGU pro rata, on the basis of the carrying amount of each asset, provided that the impairment did not reduce the carrying amount of an asset below the highest of its fair value less costs to sell and its value-in-use, and zero. Accordingly, the following impairment charges were recorded in 2011 with respect to the assets of the above CGU:

- (a) Trade name by NIS 14 million, recorded in selling and marketing expenses.
- (b) Customer relationships by NIS 73 million, recorded in selling and marketing expenses.
- (c) Right of use (see note 12) by NIS 148 million, recorded in cost of revenues.

The recoverable amount as at December 31, 2011 was assessed by management with the assistance of an external independent expert ("Giza Singer Even. Ltd") based on value-in-use calculations. The value in use calculations use pre-tax cash flow projections covering a five-year period and using extrapolation with specific adjustments expected until 2027, and a pre-tax discount rate of 12.5%. The value-in-use calculations included all factors in real terms.

The impairment test as at December 31, 2011 was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. See also notes 2(i), 4(a)(3).



PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 13 – IMPAIRMENT TESTS

b. Goodwill impairment tests

The goodwill acquired in a business combination was allocated on acquisition date March 3, 2011 to the fixed-line segment in an amount of NIS 494 million (see note 5).

**Goodwill impairment test as of December 31, 2011**

For the purpose of impairment testing as of December 31, 2011, the goodwill was allocated to CGU and to a group of CGUs within the fixed-line segment that are expected to benefit from the synergies of the combination and represent the lowest level for which the goodwill is monitored for internal management purposes:

- (1) ISP/VOB, and ILD group of CGUs NIS 426 million,
- (2) Transmission and PRI CGU NIS 68 million.

For the purpose of the goodwill impairment test as of December 31, 2011, the recoverable amount was assessed by management with the assistance of an external independent expert ("Giza Singer Even. Ltd") based on value-in-use calculation which was determined higher than fair value less costs to sell. The value-in-use calculations used pre-tax cash flow projections covering a five-year period. Cash flows beyond the five-year period to be generated from continuing use are extrapolated using estimated growth rates. The growth rates do not exceed the long-term average growth rate of the fixed-line communications services business. The key assumptions used are as follows:

	ISP/VOB and ILD group of CGUs	Transmission and PRI CGU
Terminal growth rate	(0.4)%	1%
After-tax discount rate	12.1%	11.5%
Pre-tax discount rate	14.9%	15%

The value-in-use calculations as of December 31, 2011 included all factors in real terms. The assumptions presented above for the ISP/VOB group of CGUs are derivative of the growth rate, after tax discount rate, and pre-tax rate for the ISP/VOB CGU: 0%, 11.5%, and 13.1%, and for the ILD CGU: (-1)%, 13%, and 17.6%, respectively.

The impairment test as of December 31, 2011 was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitors' behavior in response to the economic environment may affect the estimate of recoverable amounts. See also note 4(a)(4) and note 2(h).

As a result of the impairment test, the Group recorded as of December 31, 2011 an impairment charge to goodwill in respect of the ISP/VOB and ILD group of CGUs in 2011 in the amount of NIS 87 million.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 13 – IMPAIRMENT TESTS (continued)

b. Goodwill impairment tests(continued)

**Goodwill impairment test as of December 31, 2012**

Since the beginning of 2012, management undertook a program to integrate the fixed-line segment structure that included aggregating all the fixed-line activities of the Group under the responsibility of Head of Fixed-Line Division. As a result of this integration the reporting and monitoring structure was aligned with the fixed-line segment and goodwill was allocated to a single group of CGUs which constitute all the operations of the fixed-line segment, in an amount of NIS 407 million.

For the purpose of impairment testing as of December 31, 2012 and thereafter, this group of CGUs represents the lowest level within the Group at which goodwill is monitored by management for internal reporting purposes.

For the purpose of the goodwill impairment test as of December 31, 2012, the recoverable amount was assessed by management with the assistance of an external independent expert ("Giza Singer Even. Ltd") based on value-in-use calculations. The value-in-use calculations use pre-tax cash flow projections covering a five-year period. Cash flows beyond the five-year period to be generated from continuing use are extrapolated using estimated growth rates. The growth rates do not exceed the long-term average growth rate of the fixed-line communications services business. The key assumptions used are as follows:

Terminal growth rate	(negative 0.2%)
After-tax discount rate	11.7%
Pre-tax discount rate	15.7%

The impairment test as of December 31, 2012 was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitors' behavior in response to the economic environment may affect the estimate of recoverable amounts. See also note 4(a)(4) and note 2(h).

As a result of the impairment test, the Group determined that no goodwill impairment exists as of December 31, 2012.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 13 – IMPAIRMENT TESTS (continued)

b. Goodwill impairment tests(continued)

**Goodwill impairment test as of December 31, 2013**

Goodwill is allocated to a single group of CGUs which constitute all the operations of the fixed-line segment, in an amount of NIS 407 million.

For the purpose of the goodwill impairment test as of December 31, 2013, the recoverable amount was assessed by management with the assistance of an external independent expert ("Giza Singer Even. Ltd") based on value-in-use calculations. The value-in-use calculations use pre-tax cash flow projections covering a five-year period. Cash flows beyond the five-year period to be generated from continuing use are extrapolated using estimated growth rates. The growth rates do not exceed the long-term average growth rate of the fixed-line communications services business. The key assumptions used are as follows:

Terminal growth rate	(negative 0.3%)
After-tax discount rate	11.7%
Pre-tax discount rate	15.8%

The impairment test as of December 31, 2013 was based on assessments of financial performance and future strategies in light of current and expected market and economic conditions. Trends in the economic and financial environment, competition and regulatory authorities' decisions, or changes in competitors' behavior in response to the economic environment may affect the estimate of recoverable amounts. See also note 4(a)(4) and note 2(h).

As a result of the impairment test, the Group determined that no goodwill impairment exists as of December 31, 2013.

Sensitivity Analysis:

The headroom of the fixed line segment assets fair value over the book value as of December 31, 2012 and 2013 was approximately 13.6% and approximately 9.5% respectively.

Sensitivity analysis was performed for the recoverable amount as of December 31, 2013 for a change of the after-tax discount rate within the range of  $\pm 10\%$  multiplied by the variable 11.7% (10.53% to 12.87%), assuming all other variables constant. Sensitivity analysis was also performed for a change of the terminal permanent growth rate within the range of  $\pm 1\%$  of the variable minus 0.3% (minus 1.3% to 0.7%), assuming all other variables constant. Results showed that no impairment charge is required. However, considering an extreme scenario whereby increasing the discount rate above 12.3% and simultaneously decreasing the permanent growth rate below minus 0.8% would indicate impairment.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 14 – PROVISIONS

	Dismantling and restoring sites obligation	Legal claims*	Handset warranty
	New Israeli Shekels In millions		
Balance as at January 1, 2013	28	55	5
Additions during the year	2	21	12
Reductions during the year	*	(14)	(12)
Unwind of discount	1		
Balance as at December 31, 2013	31	62	5
Non-current	31	-	-
Current	-	62	5
Balance as at December 31, 2012	28	55	5
Non-current	28	-	-
Current	-	55	5

\* See also note 20

**Dismantling and restoring sites obligation**

The abovementioned additions during the year and reductions during the year are non-cash transactions recorded against property and equipment.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 15 – BANK BORROWINGS

(1) Bank Borrowings

The Group has received bank loans from leading Israeli commercial banks. The Group may, at its discretion prepay the loans, subject to certain conditions, including that the Group shall reimburse the bank for losses sustained by the bank as a result of the prepayment. The reimbursement is mainly based on the difference between the interest rate that the Group would otherwise pay and the current market interest rate on the prepayment date.

The Israeli Prime interest rate is determined by the Bank of Israel and updated on a monthly basis. The Israeli Prime interest rate as of December 31, 2012 and 2013 was 3.25% and 2.5% per year, respectively.

Bank borrowings as of December 31, 2013:

	<b>Total principal outstanding (NIS m)</b>	<b>Date originally received</b>	<b>Linkage terms</b>	<b>Annual interest rate</b>
Borrowing A (*)	532	Nov. 11, 2010	CPI	2.75% CPI adj.
Borrowing C	75	June 8, 2010		5.7% fixed
Borrowing D	175	June 9, 2010		5.7% fixed
Borrowing E	152	May 8, 2011		Prime <i>minus</i> 0.025%
Borrowing F (*)	200	April 10, 2011	CPI	3.42% CPI adj.
	<u>1,134</u>			

(\*) The principal amounts include CPI linkage differences as of December 31, 2013

See note 7 (a) (4) as to the maturities of the borrowings.

See note 7 (c) as to the fair value of the borrowings.

Principal prepayments made:

Loan C: On May 9, 2013, the Company prepaid the current portion of principal outstanding of the loan in the amount of NIS 25 million, which was due originally in June 8, 2014. On June 18, 2013, the Company prepaid the current portion of principal outstanding of the Loan in the amount of NIS 25 million, which was due originally on June 8, 2015. On December 19, 2013, the Company prepaid the current portion of principal outstanding of the Loan in the amount of NIS 50 million, which was due originally on June 8, 2016 and 2017.

Loan E: On May 9, 2013, the Company prepaid the current portion of principal outstanding of the Loan in the amount of NIS 112 million, which was due originally in May 8, 2014. On June 18, 2013, the Company prepaid current portion of principal outstanding of the Loan in the amount of NIS 112 million, which was due originally in May 8, 2015.

Loan F: On June 19, 2013, the Group prepaid the current portion of linked principal outstanding of the loan in the amount of NIS 145 million, which was due originally in December 31, 2014. On November 20, 2013, the Group prepaid the current portion of linked principal outstanding of the loan in the amount of NIS 148 million, which was due originally in December 31, 2015.

The Group paid prepayment fees in 2013 in a total amount of NIS 17 million, recorded in interest costs.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 15– BANK BORROWINGS** (continued)

(2) Financial covenants:

The terms of bank loans require the Group to comply with financial covenants on a consolidated basis. Their main provisions are two ratios:

- (1) The ratio of (a) the amount of all financial obligations of the Company including bank guarantees that the Company has undertaken ("Total Debt") to (b) EBITDA less Capital Expenditures shall not exceed 6.5 (the ratio as of December 31, 2012 and 2013 was 4.3 and 5.2, respectively); and
- (2) The ratio of (a) Total Debt to (b) the EBITDA of the Company shall not exceed 4 (the ratio as of December 31, 2012 and 2013 was 2.8 and 3.2, respectively).

EBITDA is defined as the sum of (a) the net income before extraordinary items, (b) the amount of tax expenses set against the net profits including, without double counting, any provisions for tax expenses, (c) and depreciation and amortization expenses, and (d) any finance costs, net.

Capital Expenditures are defined as any expenditure classified as fixed and intangible asset in the financial statements.

The usage of the term "Adjusted EBITDA" as in note 6 segment information is to highlight the fact that the Amortization includes amortization of deferred expenses – right of use and employee share based compensation expenses; it is fully comparable to EBITDA information which has been previously provided for prior periods.

The Group was in compliance with all covenants stipulated for the years 2012 and 2013. The covenants are measured every six months on an annualized basis of twelve months and are based on the financial results for the preceding period of twelve months.

(3) Negative pledge:

The Company provided the banks with a negative pledge undertaking (i.e., not to pledge any of its assets to a third party), except for a number of exceptions that were agreed upon, including pledge (other than by way of floating charge) in favor of a third party over specific assets or rights of the Company, securing obligations no greater than NIS 100 million in aggregate. See note 7 regarding the Company's exposure to market risks and liquidity risk.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 16 - NOTES PAYABLE**

**General**

The notes are unsecured non-convertible and listed for trade on the TASE.

The Notes have been rated iAAA-, on a local scale, by Standard & Poor's Maalot.

See note 7 (a) (4) as to the maturities of the notes.

See note 7 (c) as to the fair value of the notes.

**Notes payable series B**

On November 29, 2009 the Company issued to Israeli institutional investors approximately NIS 448 million of Series B notes through a private placement in Israel. The notes are linked (principal and interest) to changes in the Israeli consumer price index (CPI). The principal amount of Series B notes is repayable in four equal annual installments between 2013 and 2016 and bears interest at an annual rate of 3.4%. The interest is payable on a semi-annual basis.

**Notes payable series C**

On April 25, 2010 the Company issued Series C Notes in a principal amount of NIS 200 million payable in 3 equal annual installments on December 30 of each of the years 2016 through 2018, bearing a fixed annual interest rate of 3.35%, payable semi-annually. Series C Notes (principal and interest) are linked to the Israeli Consumer Price Index ("CPI").

On February 24, 2011, the Company issued an additional NIS 444 million in principal amount of Series C Notes to classified institutional investors in Israel in a private placement (the "Additional Notes"). The value of the principal issued, including CPI linkage differences and accumulated interest that was payable to that date was approximately NIS 463 million. The terms of the Additional Notes are identical to the terms of the previously issued outstanding Series C Notes.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 16 - NOTES PAYABLE** (continued)

**Notes payable series D**

On April 25, 2010 the Company issued Series D Notes in a principal amount of NIS 400 million. The principal amount of Series D notes is repayable in five equal annual installments between 2017 and 2021 and is not linked. The principal bears variable interest that is based on the yield of 12 month government bonds ('Makam') issued by the government of Israel and updated quarterly, plus additional annual interest of 1.2%. The interest is payable quarterly. The interest rates paid (in annual terms, and including the additional interest of 1.2%) for the period From October 1, 2013 to December 30, 2013 was 2.26%

On May 4, 2011 the Company issued an additional NIS 146 million in principal amount of Series D Notes in a public offering in Israel (the "Additional Notes"). The terms of the Additional Notes are identical to the terms of the previously issued outstanding Series D Notes. The Additional Notes were issued with a price per unit (each unit comprised of NIS 1,000 par value) of NIS 992.

**Notes payable series E**

On April 25, 2010 the Company issued Series E Notes in a principal amount of NIS 400 million. The principal amount of Series E notes is repayable in five equal annual installments between 2013 and 2017 and is not linked. The principal bears fixed interest of 5.5% payable on a semi-annual basis.

On May 4, 2011 the Company issued an additional NIS 535 million in principal amount of Series E Notes in a public offering in Israel (the "Additional Notes"). The terms of the Additional Notes are identical to the terms of the previously issued outstanding Series E Notes. The Additional Notes were issued with a price per unit (each unit comprised of NIS 1,000 par value) of NIS 996.

**Repurchase of notes payable series E:**

In August 2012 the Company repurchased NIS 0.65 million par value of notes payable series E, at a transaction price of 0.9954 NIS per par value, following Board of Directors' resolution to approve a debt buy-back plan of the Company's series B, C, D and E Notes which are traded on the TASE.



**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 17 - LIABILITY FOR EMPLOYEE RIGHTS UPON RETIREMENT**

Israeli labor laws and agreements require payment of severance pay upon dismissal of an employee or upon termination of employment in certain other circumstances. See also note 2(k).

(1) Defined contribution plan:

The Group had contributed NIS 14 million, NIS 17 million, NIS 15 million for the years 2011, 2012 and 2013 respectively, in accordance with Section 14 of the Israeli Severance Pay Law. See also note 2(k)(i)(1).

(2) Defined benefit plan:

The amounts recognized in the statement of financial position, in respect of a defined benefit plan (see note 2k(i)(2)) include the following:

	<b>New Israeli Shekels</b>	
	<b>December 31</b>	
	<b>2012</b>	<b>2013</b>
	<b>In millions</b>	
Present value of funded obligations	190	190
Less: fair value of plan assets	140	145
Liability for employee rights upon retirement, net – presented as non-current liability	50	45

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 17 - LIABILITY FOR EMPLOYEE RIGHTS UPON RETIREMENT (continued)

Changes during the year in the obligation recognized for post-employment defined benefit plans were as follows:

	New Israeli Shekels in millions		
	Present value of obligation	Fair value of plan assets	Total
At January 1, 2012	177	(132)	45
Current service cost	33		33
Interest expense (income)	8	(6)	2
Remeasurements:			
Experience loss (gain)	21	(11)	10
Loss (gain) from change in financial assumptions	7		7
Return on plan assets		*	*
Employer contributions		(26)	(26)
Benefits paid	(56)	35	(21)
At January 1, 2013	190	(140)	50
Current service cost	23		23
Interest expense (income)	7	(6)	1
Remeasurements:			
Experience loss (gain)	23	(15)	8
Loss (gain) from change in financial assumptions	1		1
Return on plan assets		*	*
Employer contributions		(21)	(21)
Benefits paid	(54)	37	(17)
Balance at December 31, 2013	190	(145)	45

\* Representing an amount of less than NIS 1 million

The expected contribution to the defined benefit plan during the year ended December 31, 2014 is approximately NIS 17 million.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 17 - LIABILITY FOR EMPLOYEE RIGHTS UPON RETIREMENT (continued)

The amounts recognized in the income statement and other comprehensive income are as follows:

	New Israeli Shekels		
	Year ended December 31		
	2011	2012	2013
	In millions		
Current service cost	31	33	23
Interest expense	3	2	1
<b>Total expenses recognized in the income statement</b>	<b>34</b>	<b>35</b>	<b>24</b>
Charged to the statement of income as follows:			
Cost of revenues	19	20	13
Selling and marketing expenses	9	10	8
General and administrative expenses	3	3	2
Finance costs, net	3	2	1
	34	35	24
Remeasurement losses net, recognized in the statement of comprehensive income, before tax	21	17	9
Actual return on plan assets	(5)	6	6

The principal actuarial assumptions used were as follows

	December 31	
	2012	2013
	%	%
Interest rate weighted average	4.2%	4.2%
Inflation rate weighted average	2.6%	2.4%
Expected turnover rate	8% - 55%	8% - 55%
Future salary increases	1% - 26%	1% - 26%

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 17 - LIABILITY FOR EMPLOYEE RIGHTS UPON RETIREMENT (continued)

The sensitivity of the defined benefit obligation to changes in the principal assumptions is:

	<b>December 31, 2013</b>	
	<b>NIS in millions</b>	
	<b>Increase of 10% of the assumption</b>	<b>Decrease of 10% of the assumption</b>
Interest rate	(1.2)	1.2
Expected turnover rate	0.3	(0.4)
Future salary increases	0.8	(0.7)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the pension liability recognized within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

The defined benefit plan exposes the Group to a number of risks, the most significant are asset volatility, and a risk that salary increases will be higher than expected in the actuarial calculations.

The assets are invested in provident funds, managed by managing companies and are subject to laws and regulations, and supervision (including investment portfolio) of the Capital Markets, Insurance and Saving Division of the Israeli Ministry of Finance.

Expected maturity analysis of undiscounted defined benefits as at December 31, 2013:

	<b>NIS in millions</b>
2014	38
2015	16
2016	13
2017 and 2018	23
2019 and thereafter	140
	<u>230</u>

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 18 – COMMITMENTS**

(1) Royalty Commitments

Until 2012, the Group was obliged to pay royalties to the Government of Israel on its "income from mobile telephone services" and also income from "fixed-line phone services" as defined in the "Communications Regulations (Telecommunications and Broadcasting) (Royalties), 2001" (hereafter – the Regulations), including ILD services.

Following amendments of the Regulations, the rates were gradually reduced as follows:

	Royalty rates on income from mobile telephone services provided under the Mobile Telephone License	Royalty rates on income from domestic fixed- line services and ILD services provided under the Fixed Line Licenses
Year 2011	1.75%	1%
Year 2012	1.3%	1%
Year 2013 onwards	0%	0%

The Government royalty expenses were included in cost of revenues, see note 22(a).

- (2) Under the Telegraph Regulations the Company is committed to pay an annual fixed fee for each frequency used. For the year 2011, the Company paid an amount of NIS 11 million which is after a deduction of amounts the Company was eligible to receive in accordance with the High Court of Justice's decision; the amount due before the reduction was approximately NIS 58 million. For the years 2012 and 2013 the Company paid a total amount of approximately NIS 59 and NIS 60 million, respectively. See also note 20(b)(1).

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 18 – COMMITMENTS** (continued)

- (3) At December 31, 2013, the Group is committed to acquire property and equipment and software elements for approximately NIS 59 million, mainly for the upgrade of the networks and the deployment of a fourth generation network.
- (4) At December 31, 2013, the Group is committed to acquire inventory in an amount of approximately NIS 1,077 million; of which an amount of NIS 18 million is from Scailex, a related party. This includes the following: the Company has signed in 2012 an agreement with Apple Distribution International for the purchase and resale of iPhone handsets and accessories in Israel (the "Apple Agreement"). The term of the Apple Agreement is three years, during which Partner has agreed to purchase a minimum quantity of iPhone handsets per year, which will represent a significant portion of the Company's expected handset purchases over that period.
- (5) Right of Use (ROU)

012 Smile signed a long-term agreement with a service provider to receive indefeasible Rights of Use (ROU) of international capacity through submarine infrastructure until 2023 with an option to extend the agreement until 2027. As of December 31, 2013, 012 Smile is committed to pay for capacities over the following years an amount of NIS 259 million. The committed annual payments (excluding maintenance fees) as of December 31, 2013 are:

	<b>New Israeli Shekels in millions</b>
2014	16
2015	16
2016	32
2017	35
2018 and thereafter	<u>160</u>
	<u>259</u>

In addition, under the terms of the ROU agreements, 012 Smile is committed to pay annual maintenance fees during the usage period. The total aggregated expected maintenance fee for the years 2014-2023 is approximately NIS 117 million. All payments under the ROU agreements are linked to the USD.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 18 – COMMITMENTS** (continued)

(6) In April 2012 - the Company entered into a five-year agreement with Bezeq - The Israel Telecommunication Corp., Ltd. ("Bezeq"), effective as of January 1, 2012, for the supply of transmission services for use in Partner's mobile network ("the Bezeq Agreement"). According to the Bezeq Agreement, the minimum annual commitment is NIS 55 million for the year 2012 and will gradually increase to NIS 71 million for the year 2016 due to the increase in the scope of the capacity to be purchased in accordance with the layout agreed upon by the parties. The minimum commitment as of December 31, 2013 is NIS 203 million.

(7) Liens and guarantees

The Group has provided bank guarantees in respect of licenses (see note 1(d)).

In addition, the Group has provided bank guarantees in favor of other parties in an aggregate amount of approximately NIS 24 million as of December 31, 2013.

(8) License for the use of the orange brand

The Company has entered into a brand license agreement with Orange International Developments Limited, a subsidiary of Orange Limited, formerly Orange plc further assigned to Orange Brand Services Limited, a member of the France Telecom Group ("Orange"). Under this agreement, the Company has the exclusive right to use the Orange brand in Israel. The term of the brand license agreement began on July 1, 1998. The license was royalty-free until June 2013; however, pursuant to an amendment to the brand license agreement negotiated in January 2012 with Orange Brand Services Limited, a member of the France Telecom Group, the Company began paying royalties in April 1, 2012 for a period of 15 years.

Royalties payable are based on a percentage of the Company's relevant revenues from the provision of services offered under the Orange brand.

Under the brand license agreement, the Company is required to comply with the Orange brand guidelines established by Orange. The Company has the right to use the Orange brand as long as it is able and legally eligible under the laws of Israel to offer telecommunications services to the public in Israel.

(9) Financial covenants and negative pledge – see note 15(2), (3).

(10) Operating leases – see note 19.

(11) See note 28 with respect to network sharing and right of use agreements

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 19 – OPERATING LEASES**

The Group has entered into operating lease agreements as follows:

- (1) The Group leases its headquarter facilities in Rosh Ha-ayin, Israel, with a total of approximately 56,163 gross square meters (including parking lots). The lease term is until the end of 2024. The rental payments are linked to the Israeli CPI.
- (2) The Group also leases five call centers in Haifa, Jerusalem, Rehovot, Rishon Lezion and Beer-Sheva and also retail stores. The leases for each site have different lengths and specific terms. Lease agreements for service centers and retail stores for a period of two to ten years. The Group has options to extend some lease contract periods for up to twenty years (including the original lease periods). Some of the rental payments are linked to the dollar or to the Israeli CPI. Some of the extension options include an increase of the lease payment in a range of 2%-10%.
- (3) Lease agreements in respect of cell sites and switching stations throughout Israel are for periods of two to ten years. The Company has an option to extend some of the lease contract periods for up to ten years (including the original lease periods). Some of the rental payments fees are linked to the dollar or linked to the Israeli CPI. Some of the extension options include an increase of the lease payment in a range of 2%-10%.
- (4) As of December 31, 2013 operating lease agreements in respect of vehicles are for periods of up to three years. The rental payments are linked to the Israeli CPI.
- (5) Non-cancelable minimum operating lease rentals in respect of all the above leases are payable including option periods which are reasonably certain are as follows:

	<b>New Israeli Shekels</b>
	<b>December 31, 2013</b>
	<b>In millions</b>
2014	232
2015	206
2016	180
2017	155
2018-2019	232
2020-2021	148
2022-2023	91
2024 and thereafter	38
	<u>1,282</u>

- (6) The rental expenses for the years ended December 31, 2011, 2012 and 2013 were approximately NIS 296 million, NIS 290 million, and NIS 271 million, respectively.



PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 20 – LAWSUITS AND LITIGATIONS

A. **Claims**

Total provision recorded in the financial statements in respect of all lawsuits against the Group amounted to NIS 62 million at December 31, 2013. See also notes 2(m)(1), 14.

Described below are the main litigation and claims against the Group:

1. **Consumer claims**

a. **Alleged illegal collection of charges, claims or breach of the Consumer Protection Law and Customer agreement claims**

This category includes lawsuits and motions for the recognition of these lawsuits as class actions with respect to alleged unlawful collection of charges from customers or alleged breach of the Consumer Protection Law.

Described hereunder are the outstanding consumer purported class actions with respect to lawsuits with a total claim amount of NIS 5,965 million or which have not been quantified, broken down by the amount claimed, as of the date of approval of these financial statements:

<b>Claim amount</b>	<b>Number of claims</b>	<b>Total claims amount (NIS million)</b>
Up to NIS 100 million	15	452
NIS 100- 400 million	8	1,806
NIS 400 million -NIS 1 billion	2	1,008
Over NIS 1 billion	1	2,700
Unquantified claims	2	-
<b>Total</b>	<b>28</b>	<b>5,965</b>

With respect to 4 of the claims mentioned in the table above, the court approved these claims as class actions:

1. During 2008, several claims and motions to certify the claims as class actions were filed against several international telephony companies including 012 Smile. The plaintiffs allege that with respect to prepaid calling card services, the defendants misled the consumers regarding certain issues, charged consumers in excess, and formed a cartel that arranged and raised the prices of calling cards. The total amount of damages claimed by the plaintiffs against 012 Smile is approximately NIS 354 million. On November 3, 2010, the court granted the plaintiffs' request and certified the lawsuit as a class action against all of the defendants. On May 10, 2012, the parties signed a settlement agreement regarding the amended request and regarding an additional lawsuit in an amount of NIS 2.7 billion, dealing with similar issues. On March 11, 2013, the parties signed a revised settlement agreement, and on May 26, 2013, the court approved the settlement agreement.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 20 – LAWSUITS AND LITIGATIONS** (continued)

2. During 2010, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that in the process of generating bills to its customers, Partner wrongfully miscalculates the number of minutes consumed by a customer multiplied by the tariff per minute, in Partner's favor. The total amount of damages claimed by the plaintiffs is approximately NIS 2 million. On August 18, 2011, the court granted the plaintiff's request and certified the lawsuit as a class action. On January 10, 2012, the parties filed an agreed request for the court's approval of a settlement agreement reached by the parties. On January 31, 2013, the court approved the settlement agreement of which Partner had fully implemented.
3. On April 13, 2011, a claim and a motion to certify the claim as a class action were filed against Partner. The claim alleges that Partner sent a message to its customers that their internet package was fully utilized before it was fully utilized. The amount claimed in the lawsuit was estimated by the plaintiffs to be approximately NIS 4.6 million. On June 26, 2013, The Court approved the motion and recognized the lawsuit as a class action. On August 19, 2013, Partner filed a request to appeal to the Supreme Court. It should be noted that Partner estimates that even if the claim will be decided in favor of the relevant customers, the damages that Partner will be required to pay for will be immaterial.
4. On May 12, 2011, a claim and a motion to certify the claim as a class action were filed against the Company. The claim alleges that the Company misled certain subscribers with respect to terms and conditions of a content back up service for cellular handsets. The total amount claimed from the Company is estimated by the plaintiffs to be approximately NIS 35 million. On August 27, 2013, the Court approved the motion and recognized the lawsuit as a class action. Partner estimates that even if the claim will be decided in favor of the relevant customers, the damages that Partner will be required to pay for will be immaterial.

With respect to 5 claims mentioned in the table above, with a total amount of NIS 435 million (other than the 4 claims mentioned above), the parties filed requests to approve settlement agreements and with respect to an additional claim in the amount of NIS 46 million, the court approved a settlement agreement.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 20 – LAWSUITS AND LITIGATIONS** (continued)

**b. Alleged breach of license, Telecom law**

This category includes lawsuits and motions for the recognition of these lawsuits as class actions with respect to alleged breaches of licenses or the Communications Law (Telecommunications and Broadcasting).

Described hereunder are the outstanding consumer purported class actions with respect to lawsuits with a total claim amount of NIS 1,231 million or which have not been quantified, broken down by the amount claimed, as of the date of approval of these financial statements:

Claim amount	Number of claims	Total claims amount (NIS million)
Up to NIS 100 million	14	319
NIS 100-400 million	2	352
NIS 400 million -NIS 1 billion	1	560
Unquantified claims	3	-
<b>Total</b>	<b>20</b>	<b>1,231</b>

With respect to the claims in the above table, there are 3 claims that the court approved as class actions:

1. On July 14, 2010, a claim and a motion to certify the claim as a class action were filed against Partner. The claim alleges that during the period between September 3, 2007 and December 31, 2008, Partner charged some of its subscribers for a time unit which is longer than 12 seconds while this charge was inconsistent with Partner's license. On September 6, 2012, the court certified the claim as a class action. On March 24, 2013, the parties filed a settlement agreement which was approved by the court on August 5, 2013.
2. On September 26, 2011, a claim and a motion to certify the claim as a class action were filed against Partner. The claim alleges that Partner unlawfully charged payments from customers who requested to port-in their phone number from another cellular operator for services which were given to them prior to the completion of the port-in. The amount claimed in the lawsuit was estimated by the plaintiffs to be approximately NIS 25 million. On March 3, 2013, the Tel-Aviv District Court approved the motion and recognized the lawsuit as a class action. Partner estimates that even if the claim will be decided in favor of the relevant customers, the damages that Partner will be required to pay for will be immaterial.
3. On May 6, 2010, a claim and a motion to certify the claim as a class action were filed against Partner. The claim alleges that Partner unlawfully charged its customers for opening handsets that were locked for use on other cellular networks (sim lock). The amount claimed in the lawsuit was estimated by the plaintiffs to be approximately NIS 20 million. On August 25, 2013, The Court approved the motion and recognized the lawsuit as a class action. On October 8, 2013, Partner filed a request to appeal to the Supreme Court. It should be noted that Partner estimates that the damages that Partner will be required to pay will be immaterial.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 20 – LAWSUITS AND LITIGATIONS** (continued)

With respect to 2 lawsuits mentioned in the table above, with a total amount of NIS 120 million (other than the 3 claims mentioned above), the parties filed requests to approve a settlement agreement and with respect to an additional claim in the amount of NIS 560 million, the court approved a settlement agreement.

In addition to the claims in the above table, during 2013, the court dismissed a claim and its request to certify the claim as a class action in an amount of NIS 8,089 million.

**2. Environmental claims**

This category includes two lawsuits and motions for the recognition of these lawsuits as class actions with respect to environmental issues. As of the date of approval of these financial statements, the amounts claimed from this group sum up to NIS 4,610 million. On November 7, 2013, the parties filed requests to approve a settlement agreement for both lawsuits.

**3. Employees and suppliers claims**

On May 22, 2011, a civil claim was filed against Partner. The claim alleges that Partner breaches copyrights that allegedly belong to the plaintiff. The total amount claimed from Partner is approximately NIS 40 million. The claim is still in the preliminary stages and a number of hearings have been held.

**4. Other claims**

In addition to all the above mentioned claims the Group is a party to various claims arising in the ordinary course of its operations.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 20 – LAWSUITS AND LITIGATIONS (continued)**

**B. Contingencies in respect of regulatory demands and building and planning procedures**

- (1) Under the Telegraph Regulations the Company is committed to pay an annual fixed fee for each frequency used. Under the above Regulations should the Company choose to return a frequency, such payment is no longer due.
- (2) Section 197 of the Building and Planning Law states that a property owner has the right to be compensated by a local planning committee for reductions in property value as a result of a new building plan.

In January 2006, the Non-ionizing Radiation Law was published, amending the Planning and Building Law so that local Planning and Building committees must require indemnification letters against reduction in property value from the cellular operators requesting building permits.

Accordingly, on January 3, 2006, the National Council for Planning and Building published an interim decision conditioning the issuance of building permits for cell site permits by local planning and building councils upon provision of a 100% indemnification undertaking by the cellular operators. This decision shall remain in effect until it is replaced with an amendment to the National Zoning Plan 36. Between January 3, 2006 and December 31, 2013 the Company provided the local authorities with 448 indemnification letters as a pre-condition for obtaining building permits.

In case the Company shall be required to make substantial payments under the indemnity letters, it could have an adverse effect on the Company's financial results.

According to the company's management estimation and based on its legal counsel, a provision in the financial statement was not included.

The Company assumes that the requirement to provide indemnification letters might require it to change locations of sites to different, less suitable locations and to dismantle some of its sites. These changes in the deployment of the sites might have an adverse effect on the extent, quality and capacity of the network coverage.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 21 – EQUITY AND SHARE BASED PAYMENTS**

**a. Share capital:**

The Company's share capital consists of ordinary shares, which are traded on the Tel Aviv Stock Exchange Ltd. under the symbol "PTNR", and are quoted on the NASDAQ Global Select Market™, in the form of American Depositary Shares ("ADSs"), each representing one of the Company's ordinary shares, under the symbol "PTNR", according to the dual listing regulations. The ADSs are evidenced by American Depositary Receipts ("ADRs"). Since November 2011, Citibank, N.A. serves as the Company's depository for ADSs.

Under the provisions of the Company's licenses (note 1(d)), restrictions are placed on transfer of the Company's shares and placing liens thereon. The restrictions include the requirement that the advance written consent of the Minister of Communications be received prior to transfer of 10% or more of the Company's shares to a third party.

Through December 31, 2008 the Company purchased its own 4,467,990 shares at the cost of NIS 351 million ("treasury shares"). In accordance with the Israeli Companies Law, the treasury shares are considered dormant shares as long as they are held by the Company, and as such they do not bear any rights (including the right to vote and to receive dividends) until they are transferred to a third party.

The holders of ordinary shares are entitled to receive dividends as declared. See also (c) below in respect of dividends.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 21 - EQUITY AND SHARE BASED PAYMENTS (continued)

b. Share based compensation to employees – share options

(1) Description of share option plan

Share options were granted to employees in accordance with the 2004 Share Option Plan (the "Plan"). The total number of Company's shares reserved for issuance upon exercise of all options granted under the Plan is 13,917,000 shares. Upon exercise each option derives one ordinary share that confers the same rights as the other ordinary shares of the Company. The Plan's principal terms include:

- Exercise price adjustment:

The exercise price shall be reduced in the following events: (1) Dividend distribution other than in the ordinary course, (2) Ordinary dividend: For some options by a dividend in excess of 40% of the Company's net income for the relevant period per share, and for some options by the gross dividend amount per share ("Full Dividend Mechanism").

- Cashless exercise: Most options may only be exercised on a cashless basis, other option holders may choose between cashless exercise and the regular option exercise procedure. In accordance with such cashless exercise, the option holder would receive from the Company, without payment of the exercise price, only the number of shares whose aggregate market value equals the economic gain which the option holder would have realized by selling all the shares purchased at their market price, net of the option exercise price.

(2) Information in respect of options granted under the Plan

	<b>Through December 31, 2013</b>
	<b>Number of options or shares</b>
Options granted	19,688,115
Shares issued upon exercises	(5,669,407)
Options cancelled upon net exercises, expiration and forfeitures	<u>(7,090,326)</u>
Outstanding	6,928,382
Of which:	
Exercisable	4,818,696
Vest in 2014	1,865,103
Vest in 2015	194,583
Vest in 2016	50,000
Ungranted	1,319,211

As of December 31, 2013 the company expects to record a total amount of compensation expenses of approximately NIS 4 million during the next three years with respect to the options.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 21 - EQUITY AND SHARE BASED PAYMENTS (continued)

(3) Options status summary as of December 31, 2011, 2012 and 2013 and the changes therein during the years ended on those dates:

	Year ended December 31					
	2011		2012		2013	
	Number	Weighted average exercise price NIS	Number	Weighted average exercise price NIS	Number	Weighted average exercise price NIS
Balance outstanding at the beginning of the year	6,826,275	55.88	6,452,891	52.98	7,523,748	44.02
Changes during the year:						
Granted	2,977,275	50.87	1,795,340	18.42	292,500	25.36
Exercised	(1,454,250)	47.57	-	-	(75,640)	13.66
Forfeited	(1,896,409)	56.59	(449,266)	54.97	(322,009)	30.63
Expired			(275,217)	56.07	(490,217)	54.31
Balance outstanding at the end of the year	6,452,891	52.98	7,523,748	44.02	6,928,382	43.46
Balance exercisable at the end of the year	2,145,389	53.49	3,723,702	53.61	4,818,696	52.02
Shares issued	396,532		-		41,294	
				Options granted in 2011	Options granted in 2012	Options granted in 2013
Weighted average fair value of options granted using the Black & Scholes option-pricing model – per option (NIS)				6.28	3.74	6.74
The above fair value is estimated on the grant date based on the following weighted average assumptions:						
Expected volatility				27%	30.46%	34.43%
Risk-free interest rate				3.65%	2.52%	1.78%
Expected life (years)				3	3	3
Dividend yield				5.01%	*	*

\* Due to the Full Dividend Mechanism the expected dividend yield used in the fair value determination of such options was 0% for the purpose of using the Black & Scholes option-pricing model.

The expected volatility is based on a historical volatility, by statistical analysis of the daily share price for periods corresponding the option's expected life. The expected life is expected length of time until expected date of exercising the options, based on historical data on employees' exercise behavior and anticipated future condition.



PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 21 - EQUITY AND SHARE BASED PAYMENTS (continued)

(4) Information about outstanding options by expiry dates

Share options outstanding as of December 31, 2013 have the following expiry dates and exercise prices:

<u>Expire in</u>	<u>Number of options</u>	<u>Weighted average exercise price in NIS</u>
2014	773,666	53.16
2015	13,375	26.21
2016	32,500	29.45
2017	71,000	53.44
2019	1,268,271	51.13
2020	1,219,200	59.78
2021	1,665,850	48.50
2022	1,592,020	18.16
2023	292,500	25.36
	<u>6,928,382</u>	<u>43.46</u>

Share options outstanding as of December 31, 2012 have the following expiry dates and exercise prices:

<u>Expire in</u>	<u>Number of options</u>	<u>Weighted average exercise price in NIS</u>
2013	275,000	58.75
2014	410,116	48.85
2015	13,375	26.21
2016	32,500	29.45
2017	71,000	53.44
2019	1,304,042	51.16
2020	1,317,600	59.96
2021	2,310,175	48.77
2022	1,789,940	17.60
	<u>7,523,748</u>	<u>44.02</u>

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 21 - EQUITY AND SHARE BASED PAYMENTS (continued)

c. Dividends

	For the year ended December 31,			
	2011		2012	
	Per share in NIS	NIS in millions	Per share in NIS	NIS in millions
Dividends declared during the year	4.17	648	1.03	160
Tax withheld		(6)		
Previously withheld tax - paid during the year		17		7
Net Cash flow in respect of dividends during the year		659		167

In September 2012, the Board of Directors resolved to cancel the existing dividend policy for 2012, and to assess dividend distributions (and their scope) from time to time, by reference to, inter alia, the Company's cash flow, profitability, debt level, debt coverage ratios and the business environment in general. No dividends were distributed in 2013.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 22 – EXPENSES

(a) Cost of revenues

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
Payments to transmission, communication and content providers	1,098	1,153	1,073
Cost of handsets, accessories and ISP related equipment	1,368	788	664
Wages, employee benefits expenses and car maintenance	705	614	408
Depreciation, amortization and impairment charges	708	641	610
Costs of handling, replacing or repairing handsets	152	140	104
Operating lease, rent and overhead expenses	308	303	312
Network and cable maintenance	133	133	123
Payments to internet service providers (ISP)	94	69	45
Carkit installation, IT support, and other operating expenses	96	80	82
Royalty expenses	63	39	
Amortization of rights of use	29	26	31
Impairment of deferred expenses – right of use (see note 13)	148		
Other	76	45	58
Total cost of revenues	4,978	4,031	3,510

(b) Selling and marketing expenses

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
Wages, employee benefits expenses and car maintenance	335	299	231
Advertising and marketing	82	64	55
Selling commissions, net	82	59	72
Depreciation and amortization	45	42	42
Impairment of intangible assets (see note 13)	87		
Operating lease, rent and overhead expenses	44	45	33
Other	36	42	29
Total selling and marketing expenses	711	551	462

(c) General and administrative expenses

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
Wages, employee benefits expenses and car maintenance	100	89	80
Bad debts and allowance for doubtful accounts	42	40	50
Professional fees	41	29	25
Credit card and other commissions	42	33	23
Depreciation	17	17	17
Other	49	28	22
Total general and administrative expenses	291	236	217

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

## NOTE 22 – EXPENSES (continued)

## (d) Employee benefit expense

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
Wages and salaries including social benefits, social security costs, pension costs and car maintenance before capitalization	1,121	1,002	763
Less: expenses capitalized (notes 10, 11)	(45)	(61)	(87)
Service costs: defined benefit plan (note 17)	31	33	23
Service costs: defined contribution plan (note 17)	14	17	15
Share based compensation expenses (note 21)	19	11	5
	<u>1,140</u>	<u>1,002</u>	<u>719</u>

## NOTE 23 – OTHER INCOME, NET

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
Unwinding of trade receivables	104	108	75
Other income, net	3	3	3
Capital gain (loss) from property and equipment	(2)	*	1
	<u>105</u>	<u>111</u>	<u>79</u>

\* Representing an amount less than 1 million

## NOTE 24 – FINANCE COSTS, NET

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
Net foreign exchange rate gains	-	8	21
Interest income from cash equivalents	10	7	7
Fair value gain from derivative financial instruments, net	18	-	-
Other	5	6	1
<b>Finance income</b>	<u>33</u>	<u>21</u>	<u>29</u>
Interest expenses	205	188	171
Linkage expenses to CPI	77	35	46
Interest costs in respect of liability for employees rights upon retirement **	3	2	1
Fair value loss from derivative financial instruments, net	-	15	12
Net foreign exchange rate losses	18	-	-
Other finance costs	24	15	10
<b>Finance expense</b>	<u>327</u>	<u>255</u>	<u>240</u>
	<u>294</u>	<u>234</u>	<u>211</u>

\* Representing an amount less than 1 million

\*\* Reclassified

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 25 – INCOME TAX EXPENSES**

**a. Measurement of results for tax purposes under the Income Tax (Inflationary Adjustments) Law, 1985**

Under this law, results for tax purposes through tax-year 2007 were measured in real terms, having regard to the changes in the Israeli CPI. Commencing the tax-year 2008 and thereafter the Company and its subsidiaries are measured for tax purposes in nominal values, except for certain transition provisions: certain losses carryforwards for tax purposes, and certain tax deductible depreciation expenses are adjusted to the changes in the CPI until the end of 2007.

**b. Corporate income tax rates applicable to the Group**

The Group is taxed according to the regular corporate income tax in Israel.

In accordance with amendment to Income Tax Ordinance from August 2005, and the Law of Economic Efficiency (legislation amendments for implementation of the economic plan for the years 2009 and 2010) from July 2009, the corporate tax rate was to be gradually reduced as follows: 2010 – 25%, 2011- 24%, 2012 - 23%, 2013 - 22%, 2014 - 21%, 2015 – 20%, and for 2016 and thereafter – 18%.

On December 6, 2011, the "Tax Burden Distribution Law" Legislation Amendments (2011) was published. Under this law, the previously approved gradual decrease in corporate tax is discontinued. Corporate tax rate increased to a fixed rate of 25% as from 2012 and thereafter.

As a result, the deferred tax liability as of December 31, 2011 has increased in the amount of approximately NIS 12 million, with corresponding increase in deferred tax expenses in the income statement.

On August 5, 2013, the Law for Change of National Priorities (Legislative Amendments for Achieving the Budgetary Goals for 2013-2014), 2013 was published, enacts, among other things, the raising of the corporate tax rate beginning in 2014 and thereafter to 26.5% (instead of 25%). As a result, the deferred tax asset as of December 31, 2013 has increased in the amount of approximately NIS 1 million, with corresponding decrease in deferred tax expenses in the income statement.

**c. Losses carried forward to future years and other temporary differences**

At December 31, 2013, certain subsidiaries of the Company did not recognize deferred tax assets in respect of carryforward tax losses of approximately NIS 125 million. The carryforward tax losses can be utilized indefinitely. The Group did not recognize deferred tax assets in respect thereof since Group's management does not expect that it is probable that sufficient taxable profits will be available in the future, against which the reversal of the temporary differences can be deducted.

## PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

## NOTE 25 - INCOME TAX EXPENSES (continued)

## d. Deferred income taxes

Balances of deferred tax asset (liability) in NIS millions are attributable to the following items:

Balance of deferred tax asset (liability) in respect of	As at January 1, 2011	Acquisition of subsidiary	Charged to the income statement	Charged to other comprehensive income	Effect of change in corporate tax rate	As at December 31, 2011	Charged to the income statement	Charged to other comprehensive income	As at December 31, 2012	Charged to the income statement	Charged to other comprehensive income	Effect of change in corporate tax rate	As at December 31, 2013
Allowance for doubtful accounts	60	*	(5)		6	61	(5)		56	(5)		3	54
Provisions for employee rights	17	1	(8)	5	2	17	(6)	4	15	*	2	1	18
Subscriber acquisition costs		1	(1)		*	*	*		-				-
Depreciable fixed assets and software	(105)	(2)	10		(26)	(123)	23		(100)	13		(5)	(92)
Intangibles, deferred expenses and carry forward losses	13	13	15		7	48	(1)		47	(26)		2	23
Options granted to employees	2		(1)		*	1	(1)		*	1		*	1
Financial instruments	*		*		*	*	*		-				-
Other	11	(1)			(1)	9	*		9	(1)		*	8
<b>Total</b>	<b>(2)</b>	<b>12</b>	<b>10</b>	<b>5</b>	<b>(12)</b>	<b>13</b>	<b>10</b>	<b>4</b>	<b>27</b>	<b>(18)</b>	<b>2</b>	<b>1</b>	<b>12</b>

\* Representing an amount of less than NIS 1 million.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 25 - INCOME TAX EXPENSES (continued)

	New Israeli Shekels	
	December 31,	
	2012	2013
	In millions	
<b>Deferred tax assets</b>		
Deferred tax assets to be recovered after more than 12 months	90	89
Deferred tax assets to be recovered within 12 months	38	39
	<u>128</u>	<u>128</u>
<b>Deferred tax liabilities</b>		
Deferred tax liabilities to be recovered after more than 12 months	86	94
Deferred tax liabilities to be recovered within 12 months	15	22
	<u>101</u>	<u>116</u>
<b>Deferred tax assets, net</b>	<u>27</u>	<u>12</u>

e. Following is a reconciliation of the theoretical tax expense, assuming all income is taxed at the regular tax rates applicable to companies in Israel (see b above), and the actual tax expense:

	New Israeli Shekels		
	Year ended December 31		
	2011	2012	2013
	In millions		
Profit before taxes on income, as reported in the income statements	742	631	198
<b>Theoretical tax expense</b>	178	158	50
Increase in tax resulting from disallowable deductions	18	5	17
Decrease (increase) in tax resulting from deferred taxes calculated based on different tax rates	7		
Income not subject to tax		(1)	
Temporary differences and tax losses for which no deferred income tax asset was recognized	63	(2)	
Utilization of previously unrecognized tax losses and other temporary differences		(11)	(3)
Taxes on income in respect of previous years	14	2	
Expenses deductible according to different tax rates	*		
Change in corporate tax rate, see b above	12		(1)
Other	7	2	*
<b>Income tax expenses</b>	<u>299</u>	<u>153</u>	<u>63</u>

\* Representing an amount of less than NIS 1 million.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 25 - INCOME TAX EXPENSES (continued)

f. Taxes on income included in the income statements:

- 1) As follows:

	New Israeli Shekels		
	Year ended December 31		
	2011	2012	2013
	In millions		
For the reported year:			
Current	288	161	48
Deferred, see d above	(15)	(10)	18
Effect of change in corporate tax rate on deferred taxes	12		(1)
In respect of previous year:			
Current	9	2	(2)
Deferred, see d above	5		
	<u>299</u>	<u>153</u>	<u>63</u>

g. Tax assessments:

- 1) The Company has received final corporate tax assessments through the year ended December 31, 2011.
- 2) As general rule, tax self-assessments filed by a subsidiary through the year ended December 31, 2009, and another subsidiary through the year ended December 31, 2008 are, by law, now regarded as final. However, the manager of the tax authority may direct that the abovementioned last tax self-assessment will not be regarded as final until December 31, 2014.



PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 26 - TRANSACTIONS AND BALANCES WITH RELATED PARTIES

a. Transactions with Scailex group

On May 5, 2011, the shareholders of the Company approved and ratified an amendment to the Samsung Products Agreement according to which: (a) the total volume of the annual procurement from Scailex shall not exceed NIS 550 million (excluding VAT) and will not exceed 40% of the total cost of the products purchased by the Company in a calendar year (b) if an auditor agreed upon by both parties should confirm that the annual gross profit margin of any group of products exceeds Scailex's average gross profit margin, from the same group of products with any entity in which Scailex is not an interested party therein, Scailex shall credit the difference to the Company; and (c) The term of the Samsung Products Agreement is for a period of two years commencing on January 1, 2011. In January 2013, the Audit Committee and Board of Directors approved an extension of the Samsung Products Agreement for an additional period of two years, commencing retroactively on January 1, 2013, under the same terms and conditions, including that the total volume of the annual procurement from Scailex shall remain unchanged. In April 2013, the resolution was approved by the general meeting of shareholders.

	New Israeli Shekels		
	Year ended December 31,		
	2011	2012	2013
	In millions		
<b>Transactions with Scailex group</b>			
Service revenues	0.8	0.6	0.4
Acquisition of handsets	478	288	189
Selling commissions, maintenance and other expenses (revenues)	(4)	(10)	(2)
		New Israeli Shekels	
		December 31,	
		2012	2013
		In millions	
<b>Statement of financial position items - Scailex group</b>			
Current liabilities: Scailex group		70	30

The transactions are carried out in the ordinary course of business. Management believes that such transactions were carried out under normal market conditions.

As described on note 1(a) Scailex was the Company's parent company until January 29, 2013.

PARTNER COMMUNICATIONS COMPANY LTD.

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

NOTE 26 - TRANSACTIONS AND BALANCES WITH RELATED PARTIES (continued)

b. Key management compensation

Key management personnel are the senior management of the Company and the members of the Company's Board of Directors.

	New Israeli Shekels		
	Year ended December 31		
	2011	2012	2013
	In millions		
<b>Key management compensation expenses comprised</b>			
Salaries and short-term employee benefits	18	21	20
Long term employment benefits	13	6	5
Employee share-based compensation expenses	12	7	2
	<u>43</u>	<u>34</u>	<u>27</u>
		New Israeli Shekels	
		December 31,	
		2012	2013
		In millions	
<b>Statement of financial position items - key management</b>			
Current liabilities:		-	5
Non-current liabilities:		<u>13</u>	<u>14</u>

- c. In the ordinary course of business, key management or their relatives may have engaged with the Company with immaterial transactions that are under normal market conditions.
- d. Principal shareholder: On January 29, 2013, S.B. Israel Telecom Ltd. completed the acquisition of 48,050,000 ordinary shares of the Company and became the Company's principal shareholder. See also note 1(a)
- e. In order to encourage the Company's executive officers to remain with the Company following the acquisition by S.B. Israel Telecom of 30.87% of our issued and outstanding shares, principally from Scailex, the Company's Board of Directors, upon the recommendation and approval of its compensation committee, adopted a two-year retention plan on December 17, 2012 that became effective upon change of control on January 29, 2013. According to the terms of the plan, retention payments will be made to each of the Company's eligible executive officers at the first and second anniversaries of the date of adoption of the retention plan, provided the executive officer has not resigned for reasons other than for certain justified reasons, as specified in the retention plan or in case of termination by the Company. The amounts of the first and second potential retention payments are the same, and the maximum aggregate amount of all retention payments together is NIS 6.7 million.

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 26 - TRANSACTIONS AND BALANCES WITH RELATED PARTIES** (continued)

On May 22, 2012, the Company's Board of Directors, upon the recommendation and approval of its Compensation Committee and Audit Committee, adopted a retention plan for the CEO which will apply in case there is a change of control in the Company, as defined in the retention plan. According to the retention plan, the CEO will receive a retention bonus in an amount of NIS 1.8 million, provided that the CEO does not resign during the 12 month period after the completion of the change of control or his employment is terminated by the Company under circumstances other than those that would deny his lawful right to severance payments and advanced notice. On December 29, 2013 the CEO notified the Company that he irrevocably waives any right to the said retention bonus.

**NOTE 27 – EARNINGS PER SHARE**

Following are data relating to the net income and the weighted average number of shares that were taken into account in computing the basic and diluted EPS:

	Year ended December 31		
	2011	2012	2013
Profit used for the computation of basic and diluted EPS (NIS in millions)	443	478	135
Weighted average number of shares used in computation of basic EPS (in thousands)	155,542	155,646	155,658
Add - net additional shares from assumed exercise of employee stock options (in thousands)	237	127	541
Weighted average number of shares used in computation of diluted EPS (in thousands)	155,779	155,773	156,199
Number of options not taken into account in computation of diluted earnings per share, because of their anti-dilutive effect (in thousands)	5,889	6,156	5,378

**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 28 – NETWORK SHARING AGREEMENT AND RIGHTS OF USE**

On November 8, 2013 the Company and Hot Mobile Ltd. ("Hot Mobile") have entered into a 15-year network sharing agreement ("NSA"), which remains subject to approval by the Israeli regulatory authorities, including the Antitrust Authority. Pursuant to the NSA, the parties would create a 50-50 joint venture, which would operate and develop a radio access network to be shared by both companies starting with a pooling of both companies' radio access network infrastructures to create a single pooled radio access network (the "Shared Network").

According to the NSA, Hot Mobile will pay the Company a onetime amount, by the beginning of year 2017 (unless it will be paid earlier if either of the parties exercise their right to advance the payment), and afterwards each party will bear half of the capital expenditure relating to the Shared Network. The bearing of the operating costs of the Shared Network will be according to a pre-determined mechanism, according to which one half of the operating costs will be shared equally by the parties, and one half will be divided according to the relative volume of traffic of each party in the Shared Network.

The Company and Hot Mobile entered into a separate Rights Of Use agreement which is valid until January 4, 2017 ("ROU"), under which the Company will provide services to Hot Mobile, in the form of rights of use to its cellular network in order to supplement Hot Mobile's current network coverage. According to the ROU, Hot Mobile will pay the Company fixed base payments with additional variable payments based on traffic volume exceeding a defined threshold.

Last updated and approved on April 11, 2013

**Articles of Association  
of  
Partner Communications Company Ltd.**

**Table of Contents**

<a href="#">Chapter One - General</a>	3
1. Definitions and Interpretation	3
2. Public Company	5
3. The Purpose of the Company	5
4. The Objectives of the Company	5
5. Limited Liability	5
<a href="#">Chapter Two - The Share Capital of the Company</a>	6
6. Share Capital	6
7. The Issuance of Shares and Other Equity Securities	6
8. Calls for Payment	7
9. The Shareholder Registers of the Company and the Issuance of Share Certificates	8
10. Transfer of Shares of the Company	9
10A. Limitations on Transfer of Shares	11
10B. Required Minimum Holdings	13
11. Bearer Share Certificate	13
12. Pledge of Shares	13
13. Changes in the Share Capital	14
<a href="#">Chapter Three - General Meetings</a>	16
14. The Authority of the General Meeting	16
15. Kinds of General Meetings	17
16. The Holding of General Meetings	18
17. The Agenda of General Meetings	19
18. Discussions in General Meetings	20
19. Voting of the Shareholders	21
20. The Appointment of a Proxy	24
21. Deed of Vote, Voting Via the Internet	26
<a href="#">Chapter Four - The Board of Directors</a>	27
22. The Authority of the Board of Directors	27
23. The Appointment of Directors and the Termination of Their Office	27
24. Actions of Directors	32
25. Committees of the Board of Directors	35
25A. Committee for Security Matters	35
25B. Approval of Certain Related Party Transactions	37
26. Chairman of the Board of Directors	37

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<a href="#"><u>Chapter Five - Office Holders who are not Directors and the Auditor</u></a>	39
27. The General Manager	39
28. The Corporate Secretary, Internal Controller and Other Office Holders of the Company	41
29. The Auditor	42
<a href="#"><u>Chapter Six - The Share Capital of the Company and its Distribution</u></a>	42
30. Permitted Distributions	42
31. Dividends and Bonus Shares	43
32. The Acquisition of Shares	46
<a href="#"><u>Chapter Seven - Insurance, Indemnification and Release of Officers</u></a>	47
33. Insurance of Office Holders	47
34. Indemnification of Office Holders	48
35. Release of Office Holders	49
35A. Certain Legal Amendments	50
<a href="#"><u>Chapter Eight - Liquidation and Reorganization of the Company</u></a>	50
36. Liquidation	50
37. Reorganization	50
<a href="#"><u>Chapter Nine - Miscellaneous</u></a>	51
38. Notices	51
<a href="#"><u>Chapter 10 - Intentionally Deleted</u></a>	52
39. Intentionally Deleted	52
40. Intentionally Deleted	52
41. Intentionally Deleted	52
42. Intentionally Deleted	52
<a href="#"><u>Chapter 11 - Compliance with the License/ Limitations on Ownership and Control</u></a>	52
43. Compliance	52
44. Limitations on Ownership and Control	52
45. Cross Ownership and Control	57

## Chapter One - General

### 1. Definitions and Interpretation

1.1. The following terms in these Articles of Association bear the meaning appearing alongside them below:

<i>Articles of Association</i>	The Articles of Association of the Company, as set forth herein or as amended, whether explicitly or pursuant to any Law.
<i>Business Day</i>	Sunday to Thursday, inclusive, with the exception of holidays and official days of rest in the State of Israel.
<i>Companies Law</i>	The Companies Law, 1999, as amended.
<i>Companies Ordinance</i>	The Companies Ordinance [New Version], 1983, as amended.
<i>Companies Regulations</i>	Regulations issued pursuant to the Companies Ordinance or Companies Law.
<i>Company</i>	Partner Communications Company Ltd.
<i>Deed of Authorization</i>	As specified in Article 20 of these Articles.
<i>Director</i>	A Director of the Company in accordance with the definition in Section 1 of the Companies Law, including an Alternate Director or an empowered representative.
<i>Document</i>	A printout and any other form of written or printed words, including documents transmitted in writing, via facsimile, telegram, telex, e-mail, on a computer or through any other electronic instrumentation, producing or allowing the production of a copy and/or an output of a document.
<i>Founding Shareholder</i>	A "founding shareholder or its substitute" as defined in Section 21.8 of the License.
<i>Founding Israeli Shareholder</i>	A Founding Shareholder who also qualifies as an "Israeli Entity" as defined for purposes of Section 22A of the License.
<i>Financial Statements</i>	The balance sheet, profit and loss statement, statement of changes in the share capital and cash flow statements, including the notes attached to them.
<i>Law</i>	The provisions of any law (" <i>din</i> ") as defined in the Interpretation Law, 1981.
<i>License</i>	The Company's General License for the Provision of Mobile Radio Telephone Services using the Cellular Method in Israel dated April 7, 1998, and the permit issued by the Ministry of Communications dated April 7, 1998, as amended.

<i>Linkage</i>	Payments with respect to changes in the Israeli consumer price index or the representative exchange rate of NIS vis-a-vis the U.S. dollar, as published by the Bank of Israel, or any other rate which replaces such rate.
<i>Minimum Founding Shareholders Holding</i>	The minimum shareholding in the Company required to be held by Founding Shareholders pursuant to Section 22A.1 of the License.
<i>Minimum Israeli Holding</i>	The minimum shareholding in the Company required to be held by Founding Israeli Shareholders pursuant to Section 22A.2 of the License.
<i>NIS</i>	New Israeli Shekel
<i>Office</i>	The registered office of the Company.
<i>Office Holder</i>	An office holder of the Company in accordance with the definition of " <i>nose misra</i> " in Section 1 of the Companies Law.
<i>Ordinary Majority</i>	A simple majority of the shareholders who are entitled to vote and who voted in a General Meeting in person, by means of a proxy or by means of a deed of voting.
<i>Qualified Israeli Director</i>	A director who at all times (i) is a citizen of Israel and resident in Israel, (ii) qualifies to serve as a director under applicable law, (iii) qualifies as a Director with Clearance as defined in section 25A, and (iv) is appointed to the Board of Directors of the Company pursuant to section 23.2.6 of these Articles.
<i>Record Date</i>	The date on which a shareholder must be registered as a Shareholder in the Shareholders Register in order to receive the right to participate in and vote at an upcoming general meeting of Shareholders.
<i>Securities</i>	Shares, bonds, capital notes or securities negotiable into shares and certificates, conferring a right in such securities, or other securities issued by the Company.
<i>Securities Law</i>	The Securities Law, 1968, as amended.
<i>Securities Regulations</i>	Regulations issued pursuant to the Securities Law.
<i>Shares</i>	shares in the share capital of the Company.
<i>Shareholder</i>	Anyone registered as a shareholder in the Shareholder Register of the Company and any other shareholder of the Company.
<i>Shareholders Register</i>	the Company's Shareholders Register.
<i>Special Majority</i>	A majority of at least three quarters of the votes of shareholders who are entitled to vote and who voted in a general meeting, in person, by means of a proxy or by means of a deed of voting.



1.2. The provisions of Sections 3 through 10 of the Interpretation Law, 1981, shall also apply to the interpretation of these Articles of Association, mutatis mutandis, unless the context otherwise requires.

1.3. Except as otherwise provided in this Article, each word and expression in these Articles of Association shall have the meaning given to it in accordance with the Companies Law, and to the extent that no meaning is attached to it in the Companies Law, the meaning given to it in the Companies Regulations, and if they lack reference thereto, as stated, the meaning given to it in the Securities Law or Securities Regulations, and in the absence of any meaning, as stated, the meaning given to it in another Law, unless it contradicts the relevant provision or its contents.

2. **Public Company**

The Company is a public company.

3. **The Purpose of the Company**

The purpose of the Company is to operate in accordance with business considerations to generate profits; provided, however, the Board of Directors is entitled to donate reasonable amounts to worthy causes, even if such a donation is not within the framework of business considerations, as stated.

4. **The Objectives of the Company**

The Company shall engage in any legal business.

5. **Limited Liability**

The liability of the Shareholders of the Company is limited, each one up to the par value of the Shares allotted to him which remains unpaid, and only to that amount. In any event, if the Company's share capital shall include at any time Shares without a nominal value, the Shareholders' liability in respect of such Shares shall be limited to the payment of up to NIS 0.01 for each such Share allotted to them and which remains unpaid, and only to that amount.

## Chapter Two - The Share Capital of the Company

### 6. Share Capital

- 6.1. The authorized share capital of the Company is NIS 2,350,000, divided into 235,000,000 ordinary shares at a par value of NIS 0.01 each (hereinafter: the “**Ordinary Shares**”).
- 6.2. Each Ordinary Share shall confer upon its holder the right to receive notices of, and to attend and vote in, general meetings, and to one vote for each Ordinary Share held by him.
- 6.3. Each class of Shares shall also confer equal rights to each holder in the class with respect to the amounts of equity which were paid or credited as paid with respect to their par value, in all matters pertaining to dividends, the distribution of bonus shares and any other distribution, return of capital and participation in the distribution of the balance of the assets of the Company upon liquidation.
- 6.4. The provisions of these Articles of Association with respect to Shares, shall also apply to other Securities issued by the Company, mutatis mutandis.

### 7. The Issuance of Shares and Other Securities

- 7.1. The Board of Directors of the Company may issue Shares and other equity Securities of the Company, up to the limit of the registered share capital of the Company. In the event that the share capital of the Company includes several classes of Shares and other equity Securities, no shares and other equity Securities shall be issued above the limit of the registered share capital for its class.
- 7.2. The Board of Directors of the Company may issue redeemable Securities, having such rights and subject to such conditions as will be determined by the Board of Directors.
- 7.3. Subject to the provisions of these Articles of Association, the Board of Directors may allot Shares and other Securities according to such stipulations and conditions, at par value or by way of a premium, as it deems fit.
- 7.4. The Board of Directors may decide on the issuance of a series of bonds or other debt securities within the framework of its authority or to take a loan on behalf of the Company and within the limits of the same authority.
- 7.5. The Shareholders of the Company at any given time shall not have any preemption right or priority or any other right whatsoever with respect to the acquisition of Securities of the Company. The Board of Directors, in its sole discretion, may decide to offer Securities of the Company first to existing Shareholders or to any one or more of them.
- 7.6. The Company is entitled to pay a commission (including underwriting fees) to any person, in consideration for underwriting services, or the marketing or distribution of Securities of the Company, whether reserved or unreserved, as determined by the Board of Directors. Payments, as stated in this Article, may be paid in cash or in Securities of the Company, or partly in one manner and partly in another manner.

8. **Calls of Payment**

- 8.1. In the event that according to the terms of a Share allotment, there is no fixed date for the payment of any part of the price that is to be paid for the Shares, the Board of Directors may issue from time to time calls of payment to the Shareholders with respect to the moneys which were not yet paid by them in relation to the Shares (hereinafter: “**Calls of Payment**” or a “**Call of Payment**”, as the case may be).
- 8.2. A Call of Payment shall set a date, which will not be earlier than thirty days from the date of the notice, by which the amount indicated in the Call of Payment must be paid, together with interest, Linkage and expenses incurred in consequence of the non-payment, according to the rates and amounts set by the Board of Directors. The notice shall further specify that in the event of a failure to pay within the date fixed, the Shares in respect of which payment or the rate is required may be forfeited. In the event that a Shareholder fails to meet any of its obligations, under a Call of Payment, the Share in respect of which said notice was issued pursuant to the resolution of the Board of Directors may be forfeited at any time thereafter. The forfeiture of Shares shall include the forfeiture of all the dividends on same Shares which were not paid prior to the forfeiture, even if such dividends were declared.
- 8.3. Any amount, which according to the terms of a Share allotment, must be paid at the time of issuance or at a fixed date, whether at the par value of the Share or at a premium, shall be deemed for the purposes of these Articles of Association to be combined in a duly issued Call of Payment. In the event of non-payment of any such amount, all the provisions of these Articles of Association shall apply with respect to such an amount, as if a proper Call of Payment has been made and an appropriate notice thereof was given.
- 8.4. The Board of Directors, acting reasonably and in good faith, may differentiate among Shareholders with respect to amounts of Calls of Payment and/or their payment time.
- 8.5. The joint holders of Shares shall be liable, jointly and severally, for the payment of Calls of Payment in respect of such Shares.
- 8.6. Any payment for Shares shall be credited, pro rata, according to the par value of and according to the premium on such Shares.
- 8.7. A Call of Payment may be cancelled or deferred to another date, as may be decided by the Board of Directors. The Board of Directors may waive any interest, Linkage and expenses or any part of them.

- 8.8. The Board of Directors may receive from a Shareholder any payments for his Shares, in addition to the amount of any Call of Payment, and the Board of Directors may pay to the same Shareholder interest on amounts which were paid in advance, as stated above, or on same part of them, in excess of the amount of the Call of Payment, or to make any other arrangement with him which may compensate him for the advancement of the payment.
- 8.9. A Shareholder shall not be entitled to a dividend or to his other rights as a Shareholder, unless he has fully paid the amounts specified in the Calls of Payment issued to him, together with interest, Linkage and expenses, if any, unless otherwise determined by the Board of Directors.
- 8.10. The Board of Directors is entitled to sell, re-allot or transfer in any other manner any Share which was forfeited, in the manner it decides, with or without any amount paid on the Share or deemed as paid on it.
- 8.11. The Board of Directors is entitled at all times prior to the sale, reallocation or transfer of the forfeited Share to cancel the forfeiture on the conditions it may decide.
- 8.12. A person whose Shares have been forfeited shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, up until the date of forfeiture, were due and payable by him to the Company in respect of the Shares, including interest, Linkage and expenses up until the actual payment date in the same manner as if the Shares were not forfeited, and shall be compelled to fulfill all the requirements and claims which the Company was entitled to enforce with respect to the Shares up until the forfeiture date, without any decrease or discount for the value of the Shares at the time of forfeiture. His liability shall cease only if and when the Company receives the full payment set at the time of allotment of the Shares.
- 8.13. The Board of Directors may collect any Calls of Payment which were not paid on the forfeited Shares or any part of them, as it deems fit, but it is not obligated to do so.
- 8.14. The forfeiture of a Share shall cause, as of the time of forfeiture, the cancellation of all rights in the Company and of any claim or demand against the Company with respect to that Share, and of other rights and obligations of the Shareholder in respect of the Company, save as otherwise provided by Law.

9. **The Shareholder Registers of the Company and the Issuance of Share Certificates**

- 9.1. The Company shall maintain a Shareholder Register and a Register of Significant Shareholders, together with a notation of any Exceptional Holdings in accordance with the provisions set forth in Article 10A below, to be administered by the corporate secretary of the Company, subject to the oversight of the Board of Directors.

- 9.2. A Shareholder registered in the Shareholders Register is entitled to receive from the Company, free of charge, within two months after an allotment or the registration of a transfer (unless the conditions of the allotment fix a different period) one or several certificates with respect to all the Shares of a certain class registered in his favor, which certificate must specify the number of the Shares, the class of the Shares and the amount paid for them and also any other detail deemed important by the Board of Directors. In the event a Share is held jointly, the Company shall not be obligated to issue more than one certificate for all the joint holders, and the delivery of such a certificate to any of the joint holders shall be viewed as if it was delivered to all of them.
- 9.3. Each and every Share certificate shall be stamped with the seal or the stamp of the Company or bear the Company's printed name, and shall also bear the signature of one Director and of the corporate secretary of the Company, or of two Directors or of any other person appointed by the Board of Directors for this purpose.
- 9.4. The Company is entitled to issue a new Share certificate in place of an issued Share certificate which was lost or spoiled or corrupted, following evidence thereto and guarantees and indemnities, as may be required by the Company and the payment of an amount determined by the Board of Directors.
- 9.5. Where two people or more are registered as joint holders of Shares, each of them is entitled to acknowledge the receipt of a dividend or other payments in connection with such jointly held Shares, and such acknowledgement of any one of them shall be good discharge of the Company's obligation to pay such dividend or other payments.

10. **Transfer of Shares**

- 10.1. The Shares are transferable. The transfer of Shares shall not be registered unless the Company receives a deed of transfer (hereinafter: "**Deed of Transfer**") or other proper Document or instrument of transfer. A Deed of Transfer shall be drawn up in the following manner or in any substantially similar manner or in any other manner approved by the Board of Directors.

**Deed of Transfer**

I, \_\_\_\_\_, (hereinafter: "The Transferor") of \_\_\_\_\_, do hereby transfer to \_\_\_\_\_ (hereinafter: "The Transferee") of \_\_\_\_\_, for valuable consideration paid to me, \_\_\_\_\_ Share(s) having a par value of NIS 0.01 each, numbered \_\_\_\_\_ to \_\_\_\_\_ (inclusive), of Partner Communications Company Ltd. (hereinafter: the "Company") to hold unto the Transferee, his executors, administrators and assigns, subject to the same terms and conditions on which I held the same at the time of the execution hereof; and I, the said Transferee, do hereby agree to take the said Share(s) subject to the aforesaid terms and conditions.

In witness whereof we have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

The Transferor  
Name: \_\_\_\_\_  
Signature: \_\_\_\_\_

The Transferee  
Name: \_\_\_\_\_  
Signature: \_\_\_\_\_

Witness to the Signature of:  
The Transferor  
Name: \_\_\_\_\_  
Signature: \_\_\_\_\_

The Transferee  
Name: \_\_\_\_\_  
Signature: \_\_\_\_\_

- 10.2. The transfer of Shares which are not fully paid, or Shares on which the Company has a lien or pledge, shall have no validity unless approved by the Board of Directors, which may, in its absolute discretion and without giving any reasoning thereto, decline the registration of such a transfer. The Board of Directors may deny a transfer of Shares as aforesaid and may also impose as a condition on the transfer of Shares as aforesaid an undertaking by the transferee to meet the obligations of the transferor with respect to the Shares or the obligations for which the Company has a lien or pledge on the Shares, signed by the transferee together with the signature of a witness, authenticating the signature of the transferee.
- 10.3. The transfer of a fraction of a Share shall lack validity.
- 10.4. A transferor of Shares shall continue to be regarded as the holder of the transferred Shares, until the name of the transferee of the Shares is registered in the Shareholder Register of the Company.
- 10.5. A Deed of Transfer shall be filed with the Company's office for registration, together with the Share Certificates for the Shares which are to be transferred (if such are issued) and also any other evidence which the Company may require with respect to the proprietary right of the transferor or with respect to his right to transfer the Shares. Deeds of Transfer which are registered shall remain with the Company. The Company is not obligated to retain the Deeds of Transfer and the Share Certificates, which may be cancelled, after the completion of a seven-year period from the registration of the transfer.
- 10.6. A joint Shareholder may transfer his right in a Share. In the event the transferring Shareholder does not hold the relevant Share Certificate, the transferor shall not be obligated to attach the Share Certificate to the Deed of Transfer, so long as the Deed of Transfer shall indicate that the transferor does not hold the Share Certificate, that the right he has in the Shares therein is being transferred, and that the transferred Share is held jointly with others, together with their details.
- 10.7. The Company may require payment of a fee for the registration of the transfer, at an amount or a rate determined by the Board of Directors from time to time.

- 10.8. The Board of Directors may close the Shareholder Register for a period of up to thirty days in each calendar year.
- 10.9. Subject to Article 10.10, upon the death of a Shareholder registered in the Shareholders Register, the Company shall recognize the custodians or administrators of the estate or executors of the will, and in the absence of such, the lawful heirs of such Shareholder, as the only holders of the right for the Shares of the deceased Shareholder, after receipt of evidence to the entitlement thereto, as determined by the Board of Directors.
- 10.10. In the event that a deceased Shareholder registered in the Shareholders Register held Shares jointly with others, the Company shall acknowledge each survivor as a joint Shareholder with respect to said Shares, unless all the joint holders in the Share notify the Company in writing, prior to the death of any of them, of their will that the provisions of this Article shall not apply to them. The foregoing shall not release the estate of such joint Shareholder of any obligation in relation to a Share which is held jointly.
- 10.11. A person acquiring a right in Shares in consequence of being a custodian, administrator of the estate, the heir of a Shareholder registered in the Shareholders Register, a receiver, liquidator or a trustee in a bankruptcy of a Shareholder registered in the Shareholders Register or according to another provision of the Law, is entitled, after providing evidence to his right, to the satisfaction of the Board of Directors, to be registered as the Shareholder or to transfer such Shares to another person, subject to the provisions of these Articles of Association with respect to transfers.
- 10.12. A person becoming entitled to a Share because of the death of a Shareholder registered in the Shareholders Register shall be entitled to receive, and to give receipts for, dividends or other payments paid or distributions made, with respect to the Share, but shall not be entitled to receive notices with respect to General Meetings of the Company or to participate or vote therein with respect to that Share, or to exercise any other right of such Shareholder, until he has been registered in the Shareholder Register as the holder of that Share.
- 10.13. Intentionally Deleted

10A. **Limitations on Transfer of Shares**

- 10A.1. Exceptional Holdings shall be registered in the Register of Members (Shareholder Register) together with a notation that such holdings have been classified as "Exceptional Holdings", immediately upon the Company's learning of such matter. Notice of such registration shall be sent by the Company to the registered holder of the Exceptional Holding and to the Minister of Communications.
- 10A.2. Exceptional Holdings, registered in the manner set forth in Article 10A.1, shall not entitle the holder to any rights in respect to his holdings, and such holdings shall be considered "Dormant Shares" within the meaning of Section 308 of the Companies Law, except, however, that the holder of such shares shall be entitled to receive dividends and other distributions to shareholders (including the right to participate in a rights offering calculated on the basis of Means of Control of the Company (as defined in the License), provided, however, that such additional holdings shall be considered Exceptional Holdings). Therefore, any action taken or claim made on the basis of a right deriving from an Exceptional Holdings shall have no effect, except for the receipt of dividends or other distribution as stated above.

Without derogating from the above:

- 10A.2.1 A Shareholder participating in a vote of the General Meeting will certify to the Company prior to the vote or, if the vote is by Deed of Vote, on the Deed of Vote, as to whether or not his holdings in the Company or his vote require consent pursuant to Sections 21 and 23 to the License; in the event the shareholder does not provide notification as aforesaid, he shall not vote and his vote shall not be counted.
- 10A.2.2 No Director shall be appointed, elected or removed on the basis of Exceptional Holdings. In the event a Director is appointed, elected or removed from his position as a Director as set forth above, such appointment, election or removal shall have no effect.
- 10A.2.3 Exceptional Holdings shall have no voting rights at a General Meeting of the Company.

For the purposes of this Article 10A, "**Exceptional Holdings**" means the holdings of Traded Means of Control held without the consent of the Minister of Communications pursuant to Section 21 to the License or as a result of a breach of the provisions of Section 23 to the License, and all holdings of a holder of Traded Means of Control who acted contrary to the provisions of Section 24 to the License; and as long as the consent of the Minister of Communications is required but has not been obtained pursuant to Section 21 to the License, or the circumstances exist which constitute a violation of the provisions of Sections 23 or 24 to the License.

For the purposes of this Article 10A, "**Traded Means of Control**" means Means of Control (as defined in the License) including Global or American Depositary Shares (GDRs or ADRs) or similar certificates, registered for trade on a securities exchange in Israel or abroad or which have been offered to the public in connection with a prospectus, and are held by the public in Israel or abroad.

- 10A.3. The provisions of Article 10A shall not apply to those who were Shareholders of the Company on the eve of the first registration of the Company's Shares for trade.



10B. **Required Minimum Holdings**

- 10B.1. Our License requires that Founding Shareholders hold Shares constituting at least the Minimum Founding Shareholders Holding and that Founding Israeli Shareholders hold Shares constituting at least the Minimum Israeli Holding.
- 10B.2. Shares held by Founding Shareholders, to the extent such Shares constitute all or a portion of the Minimum Founding Shareholders Holding, shall be registered directly in the name of the Founding Shareholder in the shareholder register of the Company, with a note indicating that such Shares are "Minimum Founding Shareholders Shares." Minimum Founding Shareholders Shares that are held by Founding Israeli Shareholders, to the extent such Shares constitute all or a portion of the Minimum Israeli Holding, shall also be recorded in the shareholder register with a note indicating that such Shares are "Minimum Israeli Holding Shares".
- 10B.3. No transfer by a Founding Shareholder of Minimum Founding Shareholder Shares or by a Founding Israeli Shareholder of Minimum Israeli Holding Shares shall be recorded in the Company's shareholder register, or have any effect, unless the Company's Secretary shall have received written confirmation from the Ministry of Communications that the transfer complies with section 21.8 of the License. The Company Secretary may, in his or her discretion, refer any question in connection with the recording of Minimum Founding Shareholders Shares or Minimum Israeli Holding Shares, or their transfer, to the Company's audit committee whose decision shall be binding on the Company. As a condition to any transfer of Minimum Founding Shareholders Shares or Minimum Israeli Holding Shares, the transferee shall be required to deliver to the Company's Secretary (a) a share transfer deed that includes an undertaking by the transferee to comply with all requirements of section 22A of the License and (b) all information requested with respect to the transferee's qualification as a Founding Shareholder and/or a Founding Israeli Shareholder.

11. **Bearer Share Certificate**

The Company shall not issue bearer Share Certificates which grant the bearer rights in the Shares specified therein.

12. **Pledge of Shares**

- 12.1. The Company shall have a first degree pledge on, and a right to create a lien on, all Shares which are not fully paid and registered in the name of any Shareholder, and the proceeds of their sale, with respect to moneys (which payment time is due or not) whose payment was already called or are to be paid up within a fixed time. Furthermore, the Company shall have a first degree pledge right on all the Shares (other than Shares which were fully paid) registered in the name of any Shareholder to secure the payment of moneys which are due from him or from his property, whether with respect to his own debts or debts jointly with others. The said pledge shall also apply to dividends, declared from time to time, with respect to these Shares.

- 12.2. For purposes of the realization of any such pledge and or lien, the Board of Directors is entitled to sell the Shares which are the subject of the pledge or lien, or any part of them, as it deems fit. No sale, as aforesaid, shall be carried out, until the date fixed for the payment has passed and a notice in writing was transferred to same Shareholder with respect to the intention of the Company to sell them, on condition that the amounts were not paid within fourteen days after the notice.
- 12.3. The proceeds of any such sale, after deduction for the payment of the sale expenses, shall serve for the covering of the debts or obligations of said Shareholder, and the balance (if any) shall be paid to him.
- 12.4. In the event that a sale of Shares was carried out pursuant to the realization of a pledge or a lien, pursuant to the presumptive authority conferred above, the Board of Directors is entitled to register such Shares in the Shareholder Register in favor of the buyer, and the buyer shall not be under the obligation to examine the fitness of such actions or the manner in which the purchase price paid for such Shares was used. After the said Shares are registered in the Shareholder Register in favor of the buyer, no person shall have the right to object to the validity of the sale.

13. **Changes in the Share Capital**

The General Meeting is entitled to take any of the following actions at all times, so long as the resolution of the General Meeting is adopted by a Special Majority.

13.1. Increasing the Share Capital

To increase the share capital of the Company, regardless of whether all the Shares registered at such a time were issued or not. The increased share capital shall be divided into Shares having ordinary rights or preference rights or deferred rights or other special rights (subject to the special rights of an existing class of Shares) or subject to conditions and restrictions with respect to entitlement to dividend, return of capital, voting or other conditions, as may be instructed by the General Meeting in a resolution with respect to the increase of the share capital, and in the absence of a special provision, according to the terms determined by the Board of Directors.

13.2. Classes of Shares

To divide the share capital of the Company into various classes of Shares, and to set and change the rights attaching to each class of Shares, according to the conditions specified below:

- 13.2.1. So long as it was not otherwise set in the Share allotment conditions, the rights of any class may be changed pursuant to a resolution of the General Meeting of the Shareholders of each class of Shares, separately, or upon the written consent of all the Shareholders of all classes.

13.2.2. The rights conferred on the holders of Shares of a certain class shall not be deemed to have been changed as a result of the creation or allotment of other Shares having identical rights, unless it was otherwise stipulated in the allotment conditions of said Shares.

13.3. Amalgamation and Redivision of the Share Capital

To amalgamate and redivide the share capital of the Company, entirely or partially, into Shares having a higher or lesser par value than that stated in these Articles of Association. In the event that in consequence of such amalgamation, there are Shareholders left with fractions of Shares, the Board of Directors if approved by the Shareholders at a General Meeting in adopting the resolution for amalgamation of the capital, may agree as follows:

13.3.1. To sell the total of all the fractional shares and to appoint a trustee for this purpose, in whose name Share Certificates representing the fractions shall be issued, who will sell them, with the proceeds received after the deduction of commissions and expenses to be distributed to those entitled. The Board of Directors shall be entitled to decide that Shareholders who are entitled to proceeds which are below an amount determined by it, shall not receive the proceeds of the sale of the fractional shares, and their share in the proceeds shall be distributed among the Shareholders who are entitled to proceeds, in an amount greater than the amount that was determined, relative to the proceeds to which they are entitled;

13.3.2. To allot to any Shareholder, who is left with a fractional Share following the amalgamation, Shares of the class of Shares prior to the amalgamation, which are fully paid, in such a number, the amalgamation of which together with the fractional Share shall complete a whole Share, and an allotment as stated shall be viewed as valid shortly before the amalgamation;

13.3.3. To determine that Shareholders shall not be entitled to receive a Share in exchange for a fractional Share resulting from the amalgamation of a half or smaller fraction of the number of Shares, whose amalgamation creates a single Share, and they shall be entitled to receive a whole Share in exchange for a fractional Share, resulting from the amalgamation of more than a half of the number of Shares, whose amalgamation creates a whole Share.

In the event that an action pursuant to Articles 13.3.2 or 13.3.3 above requires the allotment of additional Shares, their payment shall be effected in a manner similar to that applicable to the payment of Bonus Shares. An amalgamation and redivision, as aforesaid, shall not be regarded as a change in the rights attaching to the Shares which are the subject of the amalgamation and redivision.

13.4. Cancellation of Unissued Share Capital

To cancel registered share capital which has not yet been allotted, so long as the Company is not under an obligation to allot these Shares.

13.5. The Division of the Share Capital

To divide the share capital of the Company, entirely or partially, into Shares having a lower par value than those stated in these Articles of Association, by way of dividing the Shares of the Company at such a time, entirely or partially.

13.6. The provisions specified in this Article 13 shall also apply to other equity Securities of the Company, mutatis mutandis.

**Chapter Three - General Meetings**

14. **The Authority of the General Meeting**

14.1. Subjects within the authority of the General Meeting

The following matters shall require the approval of the General Meeting:

14.1.1. Changes in the Articles of Association, if adopted by a Special Majority.

14.1.2. The exercise of the authority of the Board of Directors, if resolved by a Special Majority that the Board of Directors is incapable of exercising its authority, and that the exercise of any of its authority is essential to the orderly management of the Company.

14.1.3. The appointment or reappointment of the Company's auditor, the termination or non-renewal of his service, and to the extent required by Law and not delegated to the Board of Directors, the determination of his fee.

14.1.4. The appointment of Directors, including external Directors.

14.1.5. To the extent required by the provisions of Section 255 of the Companies Law, the approval of actions and transactions with interested parties and also the approval of an action or a transaction of an Office Holder which might constitute a breach of the duty of loyalty.

14.1.6. Changes in the share capital of the Company, if adopted by a Special Majority as set forth in Article 13 above.

- 14.1.7. A merger of the Company, as defined in the Companies Law.
- 14.1.8. Changes in the objectives of the Company as set forth in Article 4 above, if adopted by a Special Majority.
- 14.1.9. Changes in the name of the Company, if adopted by a Special Majority.
- 14.1.10. Liquidation, if adopted by a Special Majority.
- 14.1.11. Settlements or Arrangements pursuant to Section 350 of the Companies Law.
- 14.1.12. Any other matters which applicable Law requires to be dealt with at General Meetings of the Company.

14.2. The authority of the General Meeting to transfer authorities between corporate organs.

The General Meeting, by a Special Majority, may assume the authority which is given to another corporate organ, and may transfer the authority which is given to the General Manager to the Board of Directors.

The taking or transferring of authorities, as aforesaid, shall be with regard to a specific issue or for a specific period of time not exceeding the required period of time under the circumstances, all as stated in the resolution of the General Meeting.

15. **Kinds of General Meetings**

15.1. Annual Meetings

A General Meeting shall be convened at least once a year, within fifteen months of the last general meeting. The meeting shall be held at the registered offices of the Company, unless otherwise determined by the Board of Directors. These General Meetings shall be referred to as "Annual Meetings".

15.1.1. An Annual Meeting shall be convened to discuss the following:

- (One) The Financial Statements and the Report of the Board of Directors, as of December 31st of the calendar year preceding the year of the annual meeting.
- (Two) The Report of the Board of Directors with respect to the fee paid to the Company's auditor.

15.1.2. The Annual Meeting shall be convened to also adopt resolutions on the following matters:

(One) The appointment of Directors and the termination of their office in accordance with Article 23 below.

(Two) The appointment of an auditor or the renewal of his office, subject to the provisions of Article 29 below.

15.1.3. The Annual Meeting may discuss, and decide upon, any additional matter on the agenda of such meeting.

15.2. Extraordinary Meetings

General Meetings of the Shareholders of the Company which are not convened in accordance with the provisions of Article 15.1 above, shall be referred to as "Extraordinary Meetings". An Extraordinary Meeting shall discuss, and decide upon, any matter (other than those referred to in Article 15.1.1 or 15.1.2), for which the Extraordinary Meeting was convened.

15.3. Class Meetings

The provisions of these Articles of Association with respect to General Meetings shall apply, mutatis mutandis, to meetings of a class of Shareholders of the Company.

16. **The Holding of General Meetings**

16.1. The Convening of the Annual Meeting

The Board of Directors shall convene Annual Meetings in accordance with the provisions of Article 15.1 above.

16.2. The Convening of an Extraordinary Meeting

The Board of Directors may convene an Extraordinary Meeting, as it decides, provided, however, that it shall be obligated to convene an Extraordinary Meeting upon the demand of one of the following:

16.2.1. Any two Directors or a quarter of the Directors, whichever is lower; or

16.2.2. any one or more Shareholders, holding alone or together (i) at least 5% of the issued share capital of the Company and at least 1% of the voting rights of the Company; or (ii) at least 5% of the voting right of the Company.

16.3. Date of Convening an Extraordinary Meeting Upon Demand

The Board of Directors, which is required to convene a general meeting in accordance with Article 16.2 above shall announce the convening of the General Meeting within twenty-one (21) days from the receipt of a demand in that respect, and the date fixed for the meeting shall not be more than thirty-five (35) days from the publication date of the announcement of the General Meeting.

In the event that the Board of Directors shall not have convened an Extraordinary Meeting, as required in this Article, those demanding its convening or half of the Shareholders which demand it subject to Article 16.2.2, are entitled to convene the meeting themselves, so long as it is convened within three months from the date on which the demand was filed, and it shall be convened, inasmuch as possible, in the same manner by which meetings are convened by the Board of Directors. In the event that a General Meeting is convened as aforesaid, the Company shall bear the reasonable costs and expenses incurred by those demanding it.

16.4. Notice of Convening a General Meeting

Notice of a General Meeting shall be sent to each registered Shareholder in the Shareholders Register of the Company as of the Record Date set by the Board of Directors for that meeting, no later than five (5) days after that Record Date, unless a different notice time is required by Law and cannot be altered or waived in the Company's Articles of Association.

A General Meeting may be convened following a shorter notice period, if the written consent of all the Shareholders who are entitled at such time to receive notices has been obtained. A waiver by a Shareholder can also be made in writing after the fact and even after the convening of the General Meeting.

16.5. Contents of the Notice

Subject to the provisions of any Law, a notice with respect to a general meeting shall specify the agenda of the meeting, the location, the proposed resolutions and also the arrangements for voting by means of a Deed of Vote or a Deed of Authorization, and the requirements of Article 10A.2.1.

Any notice to be sent to the Shareholders registered in the Shareholders Register shall also include a draft of the proposed resolutions or a concise description of their particulars.

17. **The Agenda of General Meetings**

17.1. The agenda of the General Meeting shall be determined by the Board of Directors and shall also include issues for which an Extraordinary Meeting is being convened in accordance with Article 15.2 above, or demanded in accordance with Article 17.2 below.

17.2. One or more Shareholders holding alone or in the aggregate, one percent or more of the share capital of the Company may request that the Board of Directors include an issue on the agenda of a general meeting to be convened in the future. The Board of Directors shall incorporate such issue on the agenda of such a future general meeting, provided that the Board of Directors determines, in its discretion, such issue is suitable to be discussed in the General Meeting of the Company.

17.3. The General Meeting shall only adopt resolutions on issues which are on its agenda.

17.4. So long as it is not otherwise prescribed by Law, the General Meeting is entitled to accept or reject a proposed resolution which is on the agenda of the General Meeting, the draft or concise description of the particulars of which were published by the Company, including slight alterations, however, it is not entitled to take a resolution, which is materially different than the proposed resolution, unless permitted under applicable Law.

18. **Discussions in General Meetings**

18.1. Quorum

No discussion shall be held in the General Meeting unless a lawful quorum is present. Subject to the requirements of the applicable Law in force at the time these Articles of Association come into force, the Nasdaq Corporate Governance Rules and any other exchange on which the Company's securities are or may become quoted or listed, and the provisions of these Articles, any two Shareholders, present by themselves or by means of a proxy, or who have delivered to the Company a Deed of Voting indicating their manner of voting, and who hold or represent at least one-third of the voting rights in the Company shall constitute a lawful quorum. A Shareholder or his proxy, who may also serve as a proxy for other Shareholders, shall be regarded as two Shareholders or more, in accordance with the number of Shareholders he is representing.

18.2. Deferral of the General Meeting in the Absence of Lawful Quorum

In the event that a legal quorum is not present after the lapsing of 30 minutes from the time specified in the convening notice for the commencement of the meeting, the meeting may be adjourned to the same day of the following week (or the first business day thereafter) at the same time and venue, or to another time and venue, as determined by the Board of Directors in a notice to the Shareholders, and the adjourned meeting shall discuss the same issues for which the original meeting was convened. If at the adjourned meeting, a legal quorum is not present after the lapsing of 30 minutes from the time specified for the commencement of the meeting, then and in such event one or more Shareholders holding or representing in the aggregate at least 10% of the voting rights in the Company, shall be deemed to form a proper quorum, except as specified in Section 79(b) of the Companies Law.



18.3. The Chairman of the General Meeting

The chairman of the Board of Directors (if appointed) shall preside at each General Meeting. In the absence of the chairman, or if he fails to appear at the meeting within 15 minutes after the time fixed for the meeting, the Shareholders present at the meeting shall choose any one of the Directors of the Company as the chairman, and if there is no Director present at the meeting, one of the Shareholders shall be chosen to preside over the meeting. The chairman shall not have an additional vote or casting vote.

18.4. Adjourned Meeting

18.4.1. Upon adoption of a resolution at a General Meeting at which a lawful quorum is present, the chairman may, and upon demand of the General Meeting shall, adjourn the General Meeting, the discussion or the adoption of a resolution on an issue detailed on the Agenda, from time to time and from venue to venue, as the meeting may decide (for the purpose of this Article: an "Adjourned Meeting").

18.4.2. In the event that a meeting is adjourned for more than twenty one days, a notice of the Adjourned Meeting shall be given in the same manner as the notice of the original meeting. With the exception of the aforesaid, a Shareholder shall not be entitled to receive notice of an Adjourned Meeting or of the issues which are to be discussed in the Adjourned Meeting. The Adjourned Meeting shall only discuss issues that were on the Agenda of the General Meeting which was adjourned with respect to which no resolution was adopted. The provisions of Articles 17.1, 17.2 and 17.3 of the Articles of Association shall apply to an Adjourned Meeting.

19. **Voting of the Shareholders**

19.1. Resolutions

In any General Meeting, a proposed resolution shall be adopted if it receives an Ordinary Majority, or any other majority of votes set by Law or in accordance with these Articles of Association. For the avoidance of doubt, any proposed resolution requiring a Special Majority under the Companies Ordinance shall continue to require the same Special Majority even after the effective date of the Companies Law.

In the event of a tie vote, the resolution shall be deemed rejected.

19.2. Checking Majority

19.2.1. The checking of the majority shall be carried out by means of a count of votes, at which each Shareholder shall be entitled to vote in each case in accordance with rights fixed for such Shares, subject to Articles 10A above and Article 44 below. A Shareholder shall be entitled to a single vote for each share he holds which is fully paid or that Calls of Payment in respect of which was fully paid.

19.2.2. The announcement of the chairman that a resolution in the General Meeting was adopted or rejected, whether unanimously or with a specific majority, shall be regarded as prima facie evidence thereof.

19.3. Written Resolutions

Subject to the provisions of applicable Law, a written resolution signed by all of the Shareholders of the Company holding Shares which entitle their holders to participate in General Meetings of the Company and vote therein, or of the same class of Shares to which the resolution refers, as the case may be, shall be regarded as a valid resolution for all purposes, and as a resolution adopted at a General Meeting of the Company or at a class meeting of the relevant class of Shares, as the case may be, which was properly summoned and convened, for the purpose of adopting such a resolution.

Such a resolution could be stated in several copies of the same document, each of them signed by one Shareholder or by several Shareholders.

19.4. Record Date For Participation and Voting

The Record Date shall be set by the Board of Directors, or by a person or persons authorized by the Board of Directors, in accordance with applicable Law.

19.5. A Right to Participate and Vote

A Shareholder shall not be entitled to participate and vote in any General Meeting or to be counted among those present, so long as (i) he owes the Company a payment which was called for the Shares held by him, unless the allotment conditions of the Shares provide otherwise, and/or (ii) his holdings are registered in the Shareholder Register together with a notation that such holdings have been classified as Exceptional Holdings, as defined in Article 10A or Affected Shares, as defined in Article 44.

19.6. Personal Interest in Resolutions

A Shareholder seeking to vote with respect to a resolution which requires that the majority for its adoption include at least a specified majority of the votes of all those not having a personal interest (as defined in the Companies Law) in the resolution shall notify the registered office of the Company at least seventy two hours prior to the time of the General Meeting, whether he has a personal interest in the resolution or not, as a condition for his right to vote and be counted with respect to such resolution.

A Shareholder voting on a resolution, as aforesaid, by means of a Deed of Vote, may include his notice with regard to his personal interest on the Deed of Vote.

19.7. The Disqualification of Deeds of Vote and Deed of Authorization

Subject to the provisions of applicable Law, the corporate secretary of the Company may, in his discretion, disqualify Deeds of Vote and Deeds of Authorization and so notify the Shareholder registered in the Shareholders Register who submitted a Deed of Vote or Deeds of Authorization in the following cases:

- 19.7.1. If there is a reasonable suspicion that they are forged;
- 19.7.2. If there is a reasonable suspicion that they are falsified, or given with respect to Shares for which one or more Deeds of Vote or Deeds of Authorization have been given and not withdrawn; or
- 19.7.3. If there is no note on the Deed of Vote or Deed of Authorization as to whether or not his holding in the Company or his vote require the consent of the Minister of Communications pursuant to Sections 21 and 23 to the License.
- 19.7.4. With respect to Deeds of Vote:
  - (One) If more than one choice is marked for the same resolution; or
  - (Two) With respect to resolutions which require that the majority for their adoption includes a specified majority of the votes of those not having a personal interest in the approval of the resolution, where it was not marked whether the relevant Shareholder has a personal interest or not, as aforesaid.

Any Shareholder registered in the Shareholders Register shall be entitled to appeal on any such disqualification to the Board of Directors at least one business day prior to the relevant General Meeting.

19.8. The Voting of a Person without Legal Capacity

A person without legal capacity is entitled to vote only by means of a trustee or a legal custodian.

19.9. The Voting of Joint Holders of a Share

Where two or more Shareholders registered in the Shareholders Register are registered joint holders of a Share, only the first named joint holder shall vote, without taking into account the other registered joint holders of the Share. For this purpose, the first named joint holder shall be the person whose name is registered first in the Shareholder Register.

19.10. Minutes of the General Meeting

The chairman of the General Meeting shall cause that the minutes of each General Meeting shall be properly maintained and shall include the following:

- 19.10.1. The name of each Shareholder registered in the Shareholders Register present in person, by Deed of Vote or by proxy and the number of Shares held or represented by him;
- 19.10.2. The principal issues of the discussion, all the resolutions which were adopted or rejected at the General Meeting, and if adopted - according to what majority.

20. **The Appointment of a Proxy**

20.1. Voting by Means of a Proxy

A Shareholder registered in the Shareholder Register is entitled to appoint by deed of authorization ("**Deed of Authorization**") a proxy to participate and vote in his stead, whether at a certain General Meeting or generally at General Meetings of the Company, whether personally or by means of a Deed of Vote, so long as the Deed of Authorization with respect to the appointment of the proxy was delivered to the Company at least seventy two hours prior to the time of the General Meeting.

In the event that the Deed of Authorization is not limited to a certain General Meeting, then the Deed of Authorization, which was deposited prior to a certain General Meeting, shall also be good for other General Meetings thereafter. This Article 20 shall also apply to a Shareholder which is a corporation, appointing a person to participate and vote in a General Meeting in its stead. A proxy is not required to be a Shareholder of the Company.

20.2. The Draft of the Deed of Authorization

The Deed of Authorization shall be signed by the Shareholder and shall be in or substantially in the form specified below or any such other form acceptable to the Board of Directors of the Company. The corporate secretary, in his discretion, may accept a Deed of Authorization differing from that set forth below provided the changes are immaterial.

Without limiting the generality of the foregoing, the Company may send to the Shareholders prior to any General Meeting, a form of Deed of Authorization (approved by the corporate secretary) enabling shareholders to authorize specified persons to vote on the issues on the Agenda of such Meeting in accordance with the shareholders' instructions.

The corporate secretary shall only accept either an original Deed of Authorization, or a copy of the Deed of Authorization which is certified as an original copy by a lawyer having an Israeli license or a notary.

**Deed of Authorization**

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

To: Partner Communications Company Ltd.  
Attn.: Corporate Secretary

Re: [Annual/Extraordinary] General Meeting of the Company  
to be Held On \_\_\_\_\_

I, the undersigned \_\_\_\_\_, Identification No. / Registration No. \_\_\_\_\_, of \_\_\_\_\_, being the registered holder of \_\_\_\_\_<sup>1</sup> Shares [Ordinary Shares having a par value of NIS 0.01, each], hereby authorize \_\_\_\_\_, Identification No. \_\_\_\_\_<sup>2</sup> and/or \_\_\_\_\_, Identification No. \_\_\_\_\_ and/or \_\_\_\_\_, Identification No. \_\_\_\_\_ to participate and vote in my stead and on my behalf at the referenced meeting and in any adjournment of the referenced meeting of the Company / at any General Meeting of the Company, until I shall otherwise notify you.

I declare and detail in the designated space below whether I have a Personal Interest<sup>3</sup> in the pertinent resolution on the agenda: <sup>4</sup>

Item No.	Subject of the Resolution	Yes <sup>5</sup>	No

Regarding the pertinent resolutions, why do I have a "Personal Interest" in the resolution?

\_\_\_\_\_

<sup>1</sup> A shareholder is entitled to give several Deeds of Authorization, each of which refers to a different quantity of Shares of the Company held by him, so long as he shall not give Deeds of Authorization with respect to an aggregate number of Shares exceeding the total number he holds.

<sup>2</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 which issued the passport.

<sup>3</sup> The shareholder needs to provide details regarding the nature of the personal interest in the resolution, at the designated space after the table. "Personal Interest" is defined in Section 1 of the Companies Law as a person's personal interest in an act or a transaction of a company, including, without limitation, the personal interest of said person's relative and of another entity in which said person or said person's relative is an interested party, excluding a personal interest that stems from the fact of holding shares in the company, including, 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.

<sup>4</sup> If an X is not marked in either column, or if an X is marked in the "Yes" column for the pertinent item and the shareholder does not provide details, the authorization (and the vote thereunder) in respect of this item shall be disqualified.

<sup>5</sup> The shareholder is required to provide details at the designated space below regarding the shareholder's "Personal Interest" (with respect to the pertinent items).

I declare the following<sup>6</sup>:

- I, the undersigned, hereby declare that either my holdings or my vote requires the consent of the Minister of Communications pursuant to 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").
- I, the undersigned, hereby declare that neither my holdings nor my vote, require the consent of the Minister of Communications pursuant to Sections 21 (Transfer of Means of Control) or 23 (Prohibition of Cross-Ownership) of the License.

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Signature

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

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

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20.3. A vote in accordance with a Deed of Authorization shall be lawful even if prior to it, the appointer died or became incapacitated or bankrupt, or if it is a corporation – was liquidated, or if he cancelled the Deed of Authorization or transferred the Share in respect of which it was given, unless a notice in writing was received at the Office of the Company prior to the meeting with respect to the occurrence of such an event.

21. **Deed of Vote, Voting Via the Internet**

21.1. A Shareholder may vote in a General Meeting by means of a Deed of Vote (*ktav hatba'ah*) on any issue for which voting by Deed of Vote is required to be offered under applicable Law and on any other issue for which the Board of Directors has approved voting by Deed of Vote, either generally or specifically. The form of the Deed of Vote shall be set by the corporate secretary or any one so authorized by the Board of Directors and may include additional matters, as determined by the corporate secretary or such authorized person.

21.2. The Board of Directors may authorize Shareholder voting in a General Meeting via the Internet, subject to any applicable Law.

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<sup>6</sup> If an X is not marked in either box, or if an X is marked in both boxes, this Deed of Authorization shall be disqualified. 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.

**Chapter Four - The Board of Directors**

22. **The Authority of the Board of Directors**

22.1. The authority of the Board of Directors is as specified both in the Law and in the provisions of these Articles of Association.

22.2. Signature Authority and Powers of Attorney

22.2.1. The Board of Directors shall determine the person(s) with authority to sign for and on behalf of the Company with respect to various issues. The signature of such person(s), appointed from time to time by the Board of Directors, whether generally or for a specific issue, whether alone or together with others, or together with the seal or the stamp of the Company or its printed name, shall bind the Company, subject to the terms and conditions set by the Board of Directors.

22.2.2. The Board of Directors may set separate signature authorities with respect to different issues and different amounts.

The Board of Directors may, from time to time, authorize any person to be the representative of the Company with respect to those objectives and subject to those conditions and for that time period, as the Board of Directors deems fit. The Board of Directors may also grant any representative the authority to delegate any or all of the authorities, powers and discretion given to the Board of Directors.

22.3. The Registered Office of the Company

The Board of Directors shall fix the location of the registered office of the Company.

23. **The Appointment of Directors and the Termination of Their Office**

23.1. The Number of Directors

The number of Directors in the Company shall not be less than seven (7) or more than seventeen (17).

23.2. The Identity of a Director

23.2.1. A member of the Board of Directors may hold another position with the Company.

23.2.2. Intentionally Deleted

23.2.3. Without derogating from the other provisions of these Articles of Association, a member of the Board of Directors shall comply with the provisions of Article 45 below.

23.2.4. The Board of Directors shall include independent and/or external Directors required to comply with the applicable requirements of any Law, the Nasdaq Corporate Governance Rules and any other investment exchange on which the securities of the Company are or may become quoted or listed. The requirements of the Companies Law applicable to an external Director (*Dahatz*) shall prevail over the provisions of these Articles of Association to the extent these Articles of Associations are inconsistent with the Companies Law, and shall apply to the extent these Articles of Associations are silent.

23.2.5. At least 10% of the members of the Board of Directors of the Company shall be comprised of Qualified Israeli Directors. Notwithstanding the above, if the board is comprised of up to 14 members, one Qualified Israeli Director shall be sufficient, and if the board is comprised of between 15 and 24 members, two Qualified Israeli Directors shall be sufficient.

23.2.6. Notwithstanding any other provision of these Articles, a Qualified Israeli Director shall be appointed as a member of the Board of Directors, and may be removed from such office, only upon written notice to the Company's company secretary of his or her appointment or removal by the Founding Israeli Shareholders holding Minimum Israeli Holding Shares. For purposes of this section, a notice signed by at least two of the Founding Israeli Shareholders who are the record holders of at least 50% of Minimum Israeli Holding Shares shall be deemed to be sufficient notice on behalf of all holders of Minimum Israeli Holding Shares.

23.3. The Election of Directors and their Terms of Office

23.3.1. The Directors shall be elected at each Annual Meeting and shall serve in office until the close of the next Annual Meeting, unless their office becomes vacant earlier in accordance with the provisions of these Articles of Association. Each Director of the Company shall be elected by an Ordinary Majority at the Annual Meeting; provided, however, that external Directors shall be elected in accordance with applicable law and/or any relevant stock exchange rule applicable to the Company. The elected Directors shall commence their terms from the close of the Annual Meeting at which they are elected, unless a later date is stated in the resolution with respect to their appointment. Election of Directors shall not be conducted by separate vote on each candidate, unless so determined by the Board of Directors.



23.3.2. In each Annual Meeting, the Directors that were elected in the previous Annual Meeting, and thereafter, in any Extraordinary Meeting shall be deemed to have resigned from their office. A resigning Director may be reelected.

23.3.3. Notwithstanding the other provisions of these Articles of Association and without derogating from Article 23.4, an Extraordinary Meeting of the Company may elect any person as a Director, to fill an office which became vacant, or to serve as an additional member to the then existing Board of Directors, or to serve as an external Director (*Dahatz*) or an independent Director and also in any event in which the number of the members of the Board of Directors is less than the minimum set in the Articles of Association provided that the maximum number of Directors permitted under Article 23.1 is not exceeded. Any Director elected in such manner (excluding an external Director (*Dahatz*)) shall serve in office until the coming Annual Meeting, unless his office becomes vacant earlier in accordance with the provisions of these Articles of Association and may be reelected.

23.3.4. An elected external Director (*Dahatz*) shall commence his term from the close of the General Meeting at which he is elected, unless a later date is stated in the resolution with respect to his appointment, and shall serve for the period in accordance with the provisions of the Companies Law, notwithstanding Article 23.3 above, unless his office becomes vacant earlier in accordance with the provisions of the Companies Law. A General Meeting may reelect an external Director (*Dahatz*) for additional term(s) as permitted by the Companies Law and the Companies Regulations.

23.4. The election of Directors by the Board of Directors

The Board of Directors shall have the right, at all times, upon approval of at least an Ordinary Majority of the Directors of the Company, to elect any person as a Director, to fill an office which became vacant, or to serve as an additional member to the then existing Board of Directors provided that the maximum number of Directors permitted under Article 23.1 is not exceeded. Any Director elected in such manner shall serve in office until the coming Annual Meeting and may be reelected.

23.5. Alternate Director

Any Director may, from time to time, appoint for himself an alternate Director (hereinafter: the “**Alternate Director**”), dismiss such Alternate Director and also appoint another Alternate Director instead of any Alternate Director, whose office becomes vacant, due to whatever cause, whether for a certain meeting or generally. Anyone who is not qualified to be appointed as a Director and also anyone serving as a Director or as an existing Alternate Director shall not serve as an Alternate Director.

23.6. Intentionally Deleted

23.7. Manner of Appointment or Dismissal of an Alternate Director

Any appointment or dismissal of Alternate Directors, shall be made by means of a notice in writing to the corporate secretary, signed by the appointing or dismissing body and shall become valid upon the date indicated in the appointment or dismissal notice or upon the date of its delivery to the corporate secretary, whichever is the later.

23.8. Miscellaneous Provisions with Respect to Alternate Directors

23.8.1. Intentionally Deleted

23.8.2. Intentionally Deleted

23.8.3. An Alternate Director shall have all the authority of the Director for whom he is serving as an Alternate Director, with the exception of the authority to vote in meetings at which the Director is present in person.

23.8.4. The office of an Alternate Director shall automatically become vacant, if the office of the Director for whom he is serving as an Alternate Director becomes vacant.

23.9. Termination of the Term of a Director

The term of a Director shall be terminated in any of the following cases:

23.9.1. If he resigns from his office by way of a signed letter, filed with the corporate secretary at the Company’s Office;

23.9.2. If he is declared bankrupt or if he reaches a settlement with his creditors within the framework of bankruptcy procedures;

23.9.3. If he is declared by an appropriate court to be incapacitated or convicted out of Israel as stated in Section 233(2) of the Companies Law;

23.9.4. Upon his death;

- 23.9.5. If he is removed from his office by way of a resolution, adopted by the General Meeting of the Company, even prior to the completion of his term of office;
- 23.9.6. At the time of giving notice of conviction of a crime, as stated in Section 232 of the Companies Law;
- 23.9.7. If his term is terminated by the Board of Directors in accordance with the provisions of Section 231 of the Companies Law;
- 23.9.8. If his term is terminated by the Board of Directors in case the Board of Directors concludes that the office of such Director is in violation to the provisions of the License or any other telecommunications license granted to the Company or to any of its subsidiaries or to any other entity it controls;
- 23.9.9. At the time of giving notice of imposition of enforcement measures pursuant to section 232A of the Companies Law; or
- 23.9.10. At the time of giving notice pursuant to section 227A or 245A of the Companies Law.
- 23.10. The Implications on the Board of Directors of the Termination of the Term of a Director.
- In the event that an office of a Director becomes vacant, the remaining Directors are entitled to continue operating, so long as their number has not decreased below the minimum number of Directors set forth in Article 23.1.
- In the event that the number of Directors decreased below that minimum number, the remaining Directors shall be entitled to act solely for the convening of a General Meeting of the Company for the purpose of electing additional Directors to the Board of Directors.
- 23.11. Compensation of Members of the Board of Directors
- Members of the Board of Directors who do not hold other positions in the Company and who are not external Directors shall not receive any compensation from the Company, unless such compensation is approved by the General Meeting and according to the amount determined by the General Meeting, subject to the provisions of the Law.
- The compensation of the Directors may be fixed, as an all-inclusive payment or as payment for participation in meetings or in any combination thereof.
- The Company may reimburse expenses incurred by a Director in connection with the performance of his office, to the extent provided in a resolution of the Board of Directors.

24. **Actions of Directors**

24.1. Convening Meetings of the Board of Directors

- 24.1.1. The chairman of the Board of Directors may convene a meeting of the Board of Directors at any time.
- 24.1.2. The chairman of the Board of Directors shall convene a meeting of the Board of Directors at least four times a year, in a manner allowing the Company to fulfill the provisions of the Law with respect to the publication of Financial Statements and reporting to the public.
- 24.1.3. The chairman of the Board of Directors shall convene a meeting of the Board of Directors on a specific issue if requested by at least two Directors or one Director, if he is an external Director, within no more than 14 days from the date of the request.
- 24.1.4. The chairman of the Board of Directors shall act forthwith for the convening of a meeting of the Board of Directors, within 14 days from the time that a Director in the Company has informed him of a matter related to the Company in which there is an apparent violation of the Law or a breach of proper management of the business, or from the time that the auditor of the Company has reported to him that he had become aware of material flaws in the accounting oversight of the Company.
- 24.1.5. In the event that a notice or a report of the General Manager requires an action of the Board of Directors, the chairman of the Board of Directors shall forthwith convene a meeting of the Board of Directors, which should be held within 14 days from the date of the notice or the report.

24.2. Convening of a Meeting of the Board of Directors

- 24.2.1. Any notice with respect to a meeting of the Board of Directors may be given in writing, so long as the notice is given a reasonable time prior to the date fixed for the meeting, unless a majority of the members of the Board of Directors or their Alternate Directors agree on a shorter time period or, in urgent matters, that no notice will be given. A notice, as stated, shall be delivered in writing or transmitted via facsimile or E-mail or through another means of communication, to the address or facsimile number or to the E-mail address or to an address where messages can be delivered through other means of communication, as the case may be, as the Director informed the corporate secretary, upon his appointment, or by means of a written notice to the corporate secretary thereafter.

A notice, which was delivered or transmitted, as provided in this Article, shall be deemed to be personally delivered to the Director on its delivery date.

24.2.2. In the event that a Director appointed an Alternate Director, the notice shall be delivered to the Alternate Director, unless the Director instructed that the notice should be delivered to him as well.

24.2.3. The notice shall include the venue, date and time of the meeting of the Board of Directors, arrangements with respect to the manner of management of the meeting (in cases where telecommunications are used), the details of the issues on its agenda and any other material that the chairman of the Board of Directors requests be attached to the summoning notice with respect to the meeting.

24.3. The Agenda of Meetings of Board of Directors

The agenda of meetings of the Board of Directors shall be determined by the chairman of the Board of Directors and shall include the following issues:

24.3.1. Issues determined by the chairman of the Board of Directors.

24.3.2. Issues for which the meeting is convened in accordance with Article 24.1 above.

24.3.3. Any issue requested by a Director or by the General Manager within a reasonable time prior to the date of the meeting of the Board of Directors (taking into account the nature of the issue).

24.4. Quorum

The quorum for meetings of the Board of Directors shall be a majority of the Directors, which must include at least one external Director.

24.5. Conducting a Meeting Through Means of Communication

The Board of Directors may conduct a meeting of the Board of Directors through the use of any means of communications, provided all of the participating Directors can hear each other simultaneously.

24.6. Voting in the Board of Directors

Subject to Article 44, issues presented at meetings of the Board of Directors shall be decided upon by a majority of the votes of the Directors present (or participating, in the case of a vote through a permitted means of communications) and voting, subject to the provisions of Article 23.8 above, with respect to Alternate Directors.

Each Director shall have a single vote.

24.7. Written Resolutions

A written resolution signed by all the Directors shall be deemed as a resolution lawfully adopted at a meeting of the Board of Directors. Such a resolution may be made in several copies of the same Document, each of them signed by one Director or by several Directors. Such a resolution may be adopted by signature of only a portion of the Directors, if all of the Directors who have not signed the resolution were not entitled to participate in the discussion and to vote on such resolution in accordance with any Law whatsoever, so long as they confirm in writing that they are aware of the intention to adopt such a resolution.

24.8. Resolutions Approved by Means of Communications

A resolution approved by use of a means of communications by the Directors shall be deemed to be a resolution lawfully adopted at a meeting of the Board of Directors, and the provisions of Article 24.6 above shall apply to the said resolution.

24.9. The Validity of Actions of the Directors

All actions taken in good faith in a meeting of the Board of Directors or by a committee of the Board of Directors or by any person acting as a Director shall be valid, even if it subsequently transpires that there was a flaw in the appointment of such a Director or person acting as such, or if any of them were disqualified, as if any such person was lawfully appointed and was qualified to serve as a Director.

24.10. Minutes of Meetings of the Board of Directors

The chairman of the Board of Directors shall cause that the minutes of meetings of the Board of Directors shall be properly maintained and shall include the following:

24.10.1. Names of those present and participating at each meeting.

24.10.2. All the resolutions and particulars of the discussion of said meetings.

Any such minutes signed by the chairman of the Board of Directors presiding over that meeting or by the chairman of the Board of Directors at the following meeting, shall be viewed as prima facie evidence of the issues recorded in the minutes.

25. **Committees of the Board of Directors**

- 25.1. Subject to the provisions of the Companies Law, the Board of Directors may delegate its authorities or any part of them to committees, as they deem fit, and they may from time to time cancel the delegation of such an authority. Any such committee, while utilizing an authority as stated, is obligated to fulfill all of the instructions given to it from time to time by the Board of Directors.
- 25.2. Subject to the provisions of the Companies Law, each committee of the Board of Directors shall consist of at least two Directors, which shall include at least one external Director, and it may include members who are not Directors, with the exception of the audit committee which shall consist of at least three (3) Directors, including all of the external Directors of the Company, and the majority of members who are independent Directors ("*bilti taluy*") as defined in the Companies Law.
- 25.3. The provisions with respect to meetings of the Board of Directors shall apply to the meetings and discussions of each committee of the Board of Directors, with the appropriate changes, provided that no other terms are set by the Board of Directors in this matter, and provided that the lawful quorum for the meetings of the committee, as stated, shall be at least a majority of the members of the committee, unless otherwise required by Law. The lawful quorum for meetings of the audit committee shall be at least a majority of the members of the committee, provided, that the majority of the present Directors are independent Directors and at least one of them is an external Director.
- 25.4. Decisions or recommendations of a committee of the Board of Directors that require approval of the Board of Directors, will be brought to the attention of the Directors a reasonable time before the Board of Directors' discussion.

25A. **Committee for Security Matters**

- 25A.1. Notwithstanding any other provision in these Articles, the Board of Directors shall appoint from among its members who have security clearance and security compatibility to be determined by the General Security Service ("Directors with Clearance") a committee to be designated the "Committee for Security Matters". The members of the Committee for Security Matters shall include at least four (4) Directors with Clearance including at least one external Director. Subject to section 25A.2 below, security matters shall be considered only in the context of the Committee for Security Matters. Any decision of, or action by the Committee for Security Matters shall have the same effect as if it had been made or taken by the Board of Directors. The Board of Directors shall consider a security matter only if required pursuant to section 25A.2 below, and subject to the terms of that section. For purposes of this section 25A, "security matters" shall be defined in the same manner as defined in the Bezeq Order (Determination of Essential Service Provided by Bezeq-The Israeli Telecommunications Company Ltd.), 1997, as of March 9, 2005.

- 25A.2. Security matters which the audit committee or Board of Directors shall be required to consider in accordance with the mandatory rules of the Companies Law or other Law applicable to the Company, shall be considered to the extent necessary only by Directors with Clearance. Other Directors shall not be entitled to participate in meetings of the audit committee or Board of Directors dealing with security matters, or to receive information or documents related to these matters. A quorum for these meetings shall include only Directors with Clearance.
- 25A.3. Any Office Holder of the Company who would otherwise be required to receive information or participate in meetings by virtue of his or her position or these Articles or any Law, but who is prevented from doing so by the provisions of this Article 25A, will be released from any liability for any claim of breach of duty of care to the Company which results from her or his inability to receive information or participate in meetings, and the Company shall indemnify any such Office Holder or other officers and hold her or him harmless to the maximum extent permitted by law for any injury or damage she or he incurs as a result of the inability to receive such information or participate in such meetings.
- 25A.4. The shareholders at a general meeting shall not be entitled to assume, delegate, transfer or exercise any of the authorities granted to any other corporate body in the Company with respect to security matters.
- 25A.5. (1) The Minister of Communications shall be entitled to appoint an observer (the "Security Observer") to all meetings of the Board of Directors and its committees. The Security Observer shall have the security clearance and security compatibility to be determined by the General Security Service.
- (2) The Security Observer shall be an employee of the State of Israel qualified to serve as a director pursuant to Chapter C of the Government Companies Law, 1975.
- (3) In addition to any other obligations under Law, the Security Observer shall be bound to preserve the confidentiality of information relating to the Company, except as required to fulfill his responsibilities as an observer. The Security Observer will not act as an observer or in any other position at a competitor of the Company, and will avoid a conflict between his position as an observer and the interests of the Company. The Security Observer shall undertake not to serve as an observer or officer or director, and not serve in any other capacity or be employed, directly or indirectly, by any entity competing with the Company or in a position of conflict of interest with the Company during the period of his service as the Security Observer and for two years after termination of such period.
- (4) Notices of meetings of the Board of Directors and its committees, including of the Committee for Security Matters, shall be delivered to the Security Observer, and he shall be entitled to participate in each such meeting.



- (5) The Security Observer shall have the same right to obtain information from the Company as that of a Director. If the Company believes that specific information requested is commercially sensitive and not required by the Security Observer for fulfillment of his duties, the Company may delay delivery of the information upon notice to the Security Observer. If the Security Observer still believes the information is needed for his duties, the matter shall be brought for decision to the head of the General Security Service.
- (6) If the Security Observer believes that the Company has made a decision, or is about to make a decision, in a security matter, which conflicts with a provision of the License or section 13 of the Communications Law (Telecommunications and Broadcasting), 1982 or section 11 of the General Security Service Law, 2002, he shall promptly notify the Company in writing. Said notice shall be delivered to the chairman of the Board of Directors and chairman of the Committee for Security Matters and shall provide an appropriate defined period of time, in light of the circumstances, in which the Company shall be required to correct the violation or change the decision, to the extent possible.

25B. **Approval of Certain Related Party Transactions**

A transaction of the type described in Section 270(1) of the Companies Law; i.e., a transaction with an Office Holder or a transaction in which an Office Holder has a personal interest (as specified in Section 270(1)), provided that such transactions are in the Company's ordinary course of business, are on market terms and are not likely to substantially influence the profitability of the Company, its assets or its liabilities, may be approved by the audit committee, without the need for Board of Director's approval, or by the Board of Directors, subject to any applicable Law and any relevant stock exchange rule applicable to the Company.

26. **Chairman of the Board of Directors**

26.1. Appointment

- 26.1.1. The Board of Directors shall choose one of its members to serve as the chairman of the Board of Directors, and shall set in the appointing resolution the term for his service.
- 26.1.2. The chairman of the Board of Directors shall serve until the earlier of (i) the date or time provided in the appointing resolution; (ii) election of a substitute chairman by the Board of Directors; (iii) resignation of the chairman from his position as chairman; or (iv) cessation of the chairman's service as a Director.
- 26.1.3. In the event that the chairman of the Board of Directors ceases to serve as chairman, the Board of Directors in its first meeting held thereafter shall choose one of its members to serve as a new chairman.

- 26.1.4. In the event that the chairman of the Board of Directors is absent from a meeting, the Board of Directors shall choose one of the Directors present to preside at the meeting.
- 26.2. Authority
- 26.2.1. The chairman of the Board of Directors shall preside over meetings of the Board of Directors.
- 26.2.2. In the event of a deadlock vote, the chairman of the Board of Directors shall not have an additional or casting vote.
- 26.2.3. The chairman of the Board of Directors is entitled, at all times, at his initiative or pursuant to a resolution of the Board of Directors, to require reports from the General Manager in matters pertaining to the business affairs of the Company.
- 26.3. Reservations with Regard to Actions of the Chairman of the Board of Directors
- 26.3.1. The chairman of the Board of Directors or his Relative shall not serve as the General Manager of the Company, unless he is appointed in accordance with the provisions of Article 27.2 below.
- 26.3.2. The chairman of the Board of Directors shall not serve as a member of the audit committee.
- 26.3.3. A subordinate to the General Manager, directly or indirectly, shall not serve as chairman of the Board of Directors. A director in a company controlled by the Company may serve as chairman of the Board of Directors.
- 26.3.4. Powers of the General Manager shall not be granted to the chairman of the Board of Directors or his Relative, except in accordance with the provisions of Article 27.2 below. The chairman of the Board of Directors shall not be granted powers granted to those who are subordinated to the General Manager, directly or indirectly.
- 26.3.5. The chairman of the Board of Directors shall not serve in another position in the Company or in a company controlled by it, but may serve as chairman of the Board of Directors or a director of a company controlled by the Company.

27. **The General Manager**

27.1. The Appointment and Dismissal of the General Manager

27.1.1. The Board of Directors shall appoint a General Manager for a fixed period of time or for an indefinite period of time. The Board of Directors may appoint more than one General Manager.

27.1.2. The compensation and employment conditions of the General Manager shall require the prior approval of the compensation committee, the Board of Directors and the General Meeting of the Company, unless otherwise permitted by the Companies Law.

27.1.3. The Board of Directors may from time to time remove the General Manager from his office or dismiss the General Manager and appoint another or others in his stead.

27.2. The Chairman of the Board of Directors as the General Manager

27.2.1. The General Meeting of the Company is entitled to authorize the chairman of the Board of Directors or his Relative to fulfill the position of the General Manager or to exercise his authority and to authorize the General Manager or his Relative to fulfill the position of the chairman of the Board of Directors or to exercise his authority, so long as one of the following exists:

27.2.1.1. The majority of the votes in the General Meeting adopting such a resolution include at least two thirds of the votes of Shareholders present and entitled to vote at the meeting who are not either the Controlling Parties in the Company as defined in the Companies Law or anyone having a Personal Interest (as defined in the Companies Law) in the approval of the resolution, who participate in the vote. "Abstain" votes shall not be taken into account in the counting of the votes of the Shareholders.

27.2.1.2. The total opposition votes from the Shareholders referred to in Article 27.2.1.1 above do not exceed two percent of the entire voting rights in the Company.

27.2.2. The validity of a resolution provided in Article 27.2.1 above is restricted to periods, each not exceeding three years, from the date of the adoption of the resolution by the General Meeting. In the event that no period was set in the resolution, the period shall be deemed to be for three years. Prior to the completion of the three year period, as aforesaid, and even after the end of this period, the General Meeting is entitled to extend the validity of such resolution.

27.2.3. A resolution, as stated, may relate to the authority of the chairman of the Board of Directors, generally, or to a specific person who is serving as the chairman of the Board of Directors.

27.3. The Authority of the General Manager and Subordination to the Board of Directors

27.3.1. The General Manager is responsible for the day-to-day management of the affairs of the Company within the framework of the policy set by the Board of Directors and subject to its instructions.

The General Manager shall have all administrative and operational authority which were not conferred by Law or pursuant to these Articles of Association to any other corporate organ of the Company, and he shall be under the supervision of the Board of Directors and subject to its instructions.

The General Manager shall appoint and dismiss Office Holders of the Company, with the exception of Directors, and he shall also determine the terms of their employment subject to the prior approval of the compensation committee and the Board of Directors, unless otherwise permitted or required by the Companies Law and provided, however, that the appointment and dismissal of senior managers of the Company shall require consultation with and approval by the Board of Directors.

27.3.2. The Board of Directors may instruct the General Manager on how to act with respect to a certain issue. If the General Manager fails to fulfill the instruction, the Board of Directors may exercise the required authority in order to act in the place of the General Manager.

The Board of Directors may assume the authority granted to the General Manager, either with respect to a certain issue or for a certain period of time.

27.3.3. In the event that the General Manager is unable to exercise his authority, the Board of Directors may exercise such authority in his stead, or authorize another to exercise such authority.

27.4. Reporting Duties of the General Manager

The General Manager is obligated to notify the chairman of the Board of Directors of any exceptional matter which is material to the Company, or of any material deviation by the Company from the policy set by the Board of Directors. In the event that the Company shall be without a chairman of the Board of Directors for whatever reason the General Manager shall notify all the members of the Board of Directors, as aforesaid. The General Manager shall deliver to the Board of Directors reports on issues, at such time and in such scope, as is determined by the Board of Directors.

27.5. Delegating Authority of the General Manager

The General Manager, upon approval of the Board of Directors, may delegate to his subordinates any of his authority. However, such delegation of authority shall not release the General Manager from his liability.

28. **The Corporate Secretary, Internal Controller and Other Office Holders of the Company**

28.1. The Corporate Secretary

28.1.1. The Board of Directors is entitled to appoint a corporate secretary on terms it deems fit, joint secretaries, sub-secretaries and to determine the areas of their functions and authorities.

28.1.2. In the event that no corporate secretary has been appointed, the General Manager or anyone authorized by him shall fulfill the functions assigned to the corporate secretary, in accordance with any Law, to these Articles of Association and the resolutions of the Board of Directors.

28.1.3. The corporate secretary shall be responsible for all documents which are kept at the Office, as stated in Section 124 of the Companies Law, and he shall manage all the registries maintained by the Company in accordance with the Law or Companies Law.

28.2. Internal Controller

28.2.1. The internal controller of the Company shall report to the chairman of the Board of Directors.

28.2.2. The internal controller shall file with the Board of Directors a proposal for an annual or other periodic work plan, which shall be approved by the Board of Directors, subject to any changes it deems fit.

28.3. Other Office Holders of the Company

The Board of Directors may decide that in addition to the General Manager and the corporate secretary, other Office Holders may be appointed, whether generally or for a specific issue. In such event, the Board of Directors shall appoint the Office Holder, define his position and authority, and set his compensation and terms of employment, following approval of the compensation committee unless otherwise permitted or required by the Companies Law.

The Board of Directors is entitled, subject to the Companies Law, to authorize the General Manager to fulfill any or all of its authorities, as stated.

29. **The Auditor**

- 29.1. The Shareholders at the Annual Meeting shall appoint an auditor for a period until the close of the following Annual Meeting. The Annual Meeting may appoint an auditor for a period not to extend beyond the close of the third Annual Meeting following the Annual Meeting in which he was appointed. In the event that the auditor was appointed for said period, the Annual Meeting shall not address the appointment of the auditor during said period, unless a resolution is adopted with respect to the termination of his service.
- 29.2. The General Meeting is entitled at all times to terminate the service of the auditor or to decide not to renew it.
- 29.3. The Board of Directors shall determine the compensation of the auditor of the Company and it shall report in that respect to the Annual Meeting of the Company.
- 29.4. The Board of Directors shall set the compensation of the auditor for additional services which are not regarded as oversight activities, and it shall report in this respect at the Annual Meeting of the Company.

**Chapter Six - The Share Capital of the Company and its Distribution**

30. **Permitted Distributions**

30.1. Definitions

In this Chapter, the following terms shall be construed, in accordance with their definition in Sections 1, 301 and 302 of the Companies Law: "distribution", "acquisition", "profits", "profit test", "adjusted financial statements" and "balances".

30.2. Distribution of Profits

The Company shall not make any distribution other than from its profits, provided that the Company shall not make any distribution if there is a reasonable concern that such distribution shall preclude the Company from having the ability to meet its present and anticipated liabilities, as they become due. Notwithstanding the aforesaid, the Company, with the approval of an authorized court, is entitled to make a distribution which fails to meet the profit test.

30.3. Allotment for a Consideration Below the Par Value

In the event the Board of Directors decides to allot Shares having a par value, for consideration which is less than their par value, including Bonus Shares, the Company shall convert into share capital from its profits, premium on its Shares, or any other source, included in its shareholders equity, as stated in its most recent Financial Statements, an amount equal to the difference between the par value and the consideration.

Even if the aforesaid is not done, with the approval of an authorized court, the Company shall be entitled to make an allotment of Shares, for consideration which is less than their par value.

31. **Dividends and Bonus Shares**

31.1. Right to Dividends or Bonus Shares

- 31.1.1. A Shareholder of the Company shall have the right to receive dividends or Bonus Shares, if the Company so decides in accordance with Article 31.2 below, consistent with the rights attaching to such Shares.
- 31.1.2. Dividends or Bonus Shares shall be distributed or allotted to those who are registered in the Shareholder Register on the date of the resolution approving the distribution or allotment or upon a later date, if another date is determined for this purpose in same resolution (hereinafter: the "Determining Date").
- 31.1.3. In the event that the share capital of the Company consists of Shares having various par values, dividends or Bonus Shares shall be distributed in proportion to the par value of each Share.
- 31.1.4. Subject to special rights conferred upon Shares in accordance with the conditions of their allotment, profits of the Company which the Company decides to distribute as a dividend or as Bonus Shares shall be paid in proportion to the amount which was paid or credited on the account of the par value of the Shares, held by the Shareholder.
- 31.1.5. In the event that it was not otherwise determined in the conditions applicable to the allotment of the Shares or in a resolution of the General Meeting, all the dividends or Bonus Shares with respect to Shares, which were not fully paid within the period in which the dividends or Bonus Shares are paid, shall be paid in proportion to the amounts which were actually paid or credited as paid on the par value of the Shares during any part of said period (pro rata temporis).

31.2. Resolution of the Company with Respect to a Dividend or Bonus Shares

31.2.1. The Authority to Distribute Dividends or Bonus Shares

The resolution of the Company on the distribution of a dividend or Bonus Shares to be distributed to the Shareholders according to their respective rights and benefits, and on their time of payment, shall be made by the Board of Directors.

31.2.2. Funds

The Board of Directors may, in its discretion, allocate to special funds any amount whatsoever from the profits of the Company or from the revaluation of its assets or its relative share in the revaluation of assets of "branch companies," and also to determine the designation of these funds.

31.3. The Payment of Dividends

31.3.1. Manner of Payment

Unless otherwise provided in the resolution with respect to the distribution of the dividend, the Company may pay any dividend with the withholding of any tax required by Law, by way of a cheque to the order of the beneficiary alone, which should be sent by means of registered mail to the registered address of the Shareholder entitled thereto, or by way of a bank transfer. Any cheque, as stated, shall be drawn up to the order of the person to whom it is intended.

In the event of registered joint holders, the cheque shall be passed to the same Shareholder whose name is registered first in the Shareholder Register with respect to the joint holding.

The sending of a cheque to a person whose name is registered in the Shareholder Register as the holder of the Share upon the Determining Date or, in the case of joint holders, to any of the joint holders, shall serve as evidence with respect to all the payments made in connection with same Shares.

The Company may decide that a cheque under a certain amount shall not be sent and the amount of the dividend which was supposed to be paid shall be deemed to be an unclaimed dividend.



31.3.2. An Unclaimed Dividend

The Board of Directors is entitled to invest the amount of any unclaimed dividend for one year after it was declared or to utilize it in any other manner to the benefit of the Company until it is claimed. The Company shall not be obligated to pay interest or Linkage on an unclaimed dividend.

31.3.3. Specific Dividend

In the event the Company declares a dividend, as provided in Article 31.2.1 above, it may decide that same dividend shall be paid, entirely or partially, by way of the distribution of certain assets, including fully paid shares or bonds of any other company or in any combination of these assets.

31.4. Manner of Capitalization of Profits and the Distribution of Bonus Shares

31.4.1. Subject to the provisions of Article 30 above in the event of a capitalization of profits and distribution of Bonus Shares, the undistributed profits of the Company, or premium on Shares, or funds derived from the revaluation of the assets of the Company, or funds derived on the basis of equity from the profits of "branch companies," or from the revaluation of assets of "branch companies" and capital redemption funds shall be capitalized and distributed among the Shareholders entitled thereto, as per the provisions of Article 31.1 above, to be held by the shareholders as capital, and that this capital, entirely or partially, shall be used on behalf of same Shareholders as full payment, whether according to the par value of the Shares or together with premium decided upon, for Shares to be distributed accordingly, and that this distribution or payment shall be received by same Shareholders as full consideration for their portion of the benefit in the capitalized amount, as determined by the Board of Directors.

The provisions of this chapter six shall also apply to the distribution of bonds.

- 31.4.2. The Company, in the resolution with respect to the distribution of Bonus Shares, is entitled in accordance with the recommendation of the Board of Directors, to decide that the Company shall transfer to a special fund, designated for the future distribution of Bonus Shares, an amount the capitalization of which shall be sufficient in order to allot to anyone having at such time a right to acquire Shares of the Company (including a right which can be exercised only upon a later date), Bonus Shares at the par value which would have been due to him had he exercised the right to acquire the Shares shortly before the Determining Date, at the price of the right in effect at such time. In the event that after the Determining Date, the holder of said right shall exercise his right to acquire the Shares or any part of them, the Board of Directors shall allot to him fully paid Bonus Shares at such par value and of such class, which would have been due to him had he exercised shortly before the Determining Date the right to acquire those Shares he actually acquired, by way of an appropriate capitalization made by the Board of Directors out of the special fund, as aforesaid. For the purpose of the determination of the par value of the Bonus Shares which are to be distributed, any amount transferred to the special fund, with respect to a previous distribution of previous Bonus Shares shall be viewed as if it had already been capitalized and that Shares entitling the holders to the right to acquire Shares of the Company were already allotted as Bonus Shares.
- 31.4.3. Upon the distribution of Bonus Shares, each Shareholder of the Company shall receive Shares of a uniform class or of the class which confers on its holder the right to receive the Bonus Shares, as determined by the Board of Directors.
- 31.4.4. For purposes of carrying out any resolution pursuant to the provisions of Article 30, the Board of Directors may settle, as it deems fit, any difficulty arising with regard to the distribution of Bonus Shares, and, in particular, to issue certificates for fractions of Shares and sell such fractions of Shares, in order to pay their consideration to those entitled thereto, and also to set the value for the distribution of certain assets and to decide that cash payments shall be paid to the Shareholders on the basis of the value determined in such a way, or that fractions whose value is less than NIS 0.01 shall not be taken into account, pursuant to the adjustment of the rights of all parties. The Board of Directors may pay cash or convey these certain assets to trustees in trust in favor of those people who are entitled to a dividend or to a capitalized fund, as the Board of Directors shall deem beneficial.

32. **Acquisition of Shares**

- 32.1. The Company is entitled to acquire or to finance an acquisition, directly or indirectly, of Shares of the Company or securities convertible into Shares of the Company or which could be exercised into Shares of the Company, including incurring an obligation to take any of these actions, subject to the fulfillment of the conditions of a permissible distribution, as stated in Article 30 above.

- 32.2. In the event that the Company acquired any of its Shares, such a Share shall become a dormant Share, and shall not confer any rights, so long as it is owned by the Company.
- 32.3. A subsidiary or another company under the control of the Company is entitled to acquire Shares of the Company or securities convertible into Shares of the Company or which can be exercised into Shares of the Company, including an obligation to take any of these actions, to the same extent the Company may make a distribution, so long as the board of directors of the subsidiary or the managers of the acquiring company have determined that had the acquisition of the Shares or convertible securities been carried out by the Company it would have been regarded as a permissible distribution, as specified in Article 30 above. Notwithstanding the foregoing, an acquisition by a subsidiary or by another company under the control of the Company, which is not fully-owned by the Company, will be considered a distribution of an amount equal to the product of the amount acquired multiplied by the percentage of the rights in the capital of the subsidiary or in the capital of said company which is held by the Company.
- 32.4. In the event that a Share of the Company is acquired by a subsidiary or by a corporation in the control of the Company, the Share shall not confer any voting rights, for so long as said Share is held by the subsidiary or by said controlled corporation.

**Chapter Seven - Insurance, Indemnification and Release of Office Holders**

33. **Insurance of Office Holders**

- 33.1. The Company may insure the liability of an Office Holder in the Company, to the fullest extent permitted by Law.
- 33.2. Without derogating from the aforesaid, the Company may enter into an insurance contract and/or arrange and pay all premiums in respect of an insurance contract, for the insurance of the liability of an Office Holder in the Company, resulting directly or indirectly from an action or inaction by him (or together with other Office Holders or other officers of the Company) in his capacity as an Office Holder in the Company, for any of the following:
  - 33.2.1. The breach of the duty of care toward the Company or toward any other person;
  - 33.2.2. The breach of the duty of loyalty toward the Company provided the Office Holder has acted in good faith and had reasonable grounds to assume that the action would not harm the Company; and
  - 33.2.3. A financial liability imposed on him in favor of another person.

- 33.2.4. Any other matter in respect of which it is permitted or will be permitted under Law to insure the liability of an Office Holder in the Company.
- 33.2.5. A payment which the Office Holder is obligated to pay to an injured party as set forth in Section 52,54(a)(1)(a) of the Securities Law and expenses that the Office Holder incurred in connection with a proceeding under Chapters H3, H4 or I1 of the Securities Law, or under Chapter 4 of Part 9 of the Companies Law, in connection with any affairs, including reasonable legal expenses, which term includes attorney fees.

34. **Indemnification of Office Holders**

34.1. The Company may indemnify an Office Holder in the Company to the fullest extent permitted by Law. Without derogating from the aforesaid, the Company may indemnify an Office Holder in the Company as specified in Articles 34.2 through 34.4 below.

34.2. Indemnification

The Company may indemnify an Office Holder in the Company for liability or expense he incurs or that is imposed on him in consequence with an action or inaction by him (or together with other Office Holders or other officers of the Company) in his capacity as an Office Holder in the Company, as follows:

- 34.2.1. Any financial liability he incurs or is imposed on him in favor of another person in accordance with a judgment, including a judgment given in a settlement or a judgment of an arbitrator, approved by an authorized court.
- 34.2.2. Reasonable litigation expenses, including legal fees, incurred by the Office Holder or which he was ordered to pay by an authorized court, in the context of a proceeding filed against him by the Company or on its behalf or by a third party, or in a criminal proceeding in which he was acquitted, or in a criminal proceeding in which he was convicted of an offense which does not require criminal intent.
- 34.2.3. Reasonable litigation expenses, including legal fees, incurred by the Office Holder due to such investigation or proceeding conducted against him by an authority authorized to conduct an investigation or proceeding, and which was ended without filing an indictment against him and without the imposition of a financial liability as a substitute for a criminal proceeding, or that was ended without filing an indictment against him but for which he was subject to a financial liability as a substitute for a criminal proceeding relating to an offense which does not require criminal intent, within the meaning of the relevant terms under the Law.

34.2.4. Any other liability or expense in respect of which it is permitted or will be permitted under Law to indemnify an Office Holder in the Company.

34.3. Indemnification in Advance

The Company may undertake in advance to indemnify an Office Holder of the Company in respect of the following matters:

34.3.1. Matters as detailed in Article 34.2.1 provided however, that the undertaking to indemnify is restricted to events which in the opinion of the Board of Directors are anticipated in light of the Company's activities at the time of granting the obligation to indemnify, and is limited to a sum or measurement determined by the Board of Directors to be reasonable in the circumstances. The undertaking to indemnify shall specify the events that, in the opinion of the Board of Directors are expected in light of the Company's actual activity at the time of grant of the indemnification and the sum or measurement which the Board of Directors determined to be reasonable under the circumstances.

34.3.2. Matters as detailed in Article 34.2.2 and 34.2.3.

34.3.3. Any other matter permitted by Law.

34.4. Indemnification after the Fact

The Company may indemnify an Office Holder in the Company for any and all kinds of events, retrospectively, subject to any applicable Law.

35. **Release of Office Holders**

35.1. The Company shall not release an Office Holder from his liability for a breach of the duty of care toward the Company, other than in accordance with the provisions of this Article.

35.2. The Company may release an Office Holder in the Company, in advance, from his liability, entirely or partially, for damage in consequence of the breach of the duty of care toward the Company.

35.3. Notwithstanding the foregoing, the Company may not release an Office Holder from his liability, resulting from any of the following events:

35.3.1. The breach of the duty of loyalty toward the Company;

- 35.3.2. The breach of the duty of care made intentionally or recklessly ("pezizut"), other than if made only by negligence;
- 35.3.3. An act intended to unlawfully yield a personal profit;
- 35.3.4. A fine ("knass"), a civil fine ("knass ezrahi"), a financial sanction ("itzum caspi") or a penalty ("kofer") imposed on him; and
- 35.3.5. The breach of the duty of care in a Distribution ("haluka").

35A. **Certain Legal Amendments**

Any amendment to the Companies Law, the Securities Law or any other applicable law adversely affecting the right of any Office Holder to be indemnified, insured or released pursuant to Articles 33 to Article 35 (including Article 35), shall be prospective in effect, and shall not affect the Company's obligation or ability to indemnify, insure or release an Office Holder for any act or omission occurring prior to such amendment, unless otherwise expressly provided under the Companies Law, the Securities Law or such other applicable law.

**Chapter Eight - Liquidation and Reorganization of the Company**

36. **Liquidation**

- 36.1. In the event that the Company is liquidated, whether voluntarily or otherwise, the liquidator, upon the approval of an Extraordinary Meeting, may make a distribution in kind to the Shareholders of all or part of the property of the Company, and he may with a similar approval of the General Meeting, deposit any part of the property of the Company with trustees in favor of the Shareholders, as the liquidator with the aforementioned approval, deems fit.
- 36.2. The Shares of the Company shall confer equal rights among them with respect to capital amounts which were paid or which were credited as paid on the par value of the Shares, in all matters pertaining to the refund of the capital and to the participation in the distribution of the balance of the assets of the Company in liquidation.

37. **Reorganization**

- 37.1. Upon the sale of the property of the Company, the Board of Directors or the liquidators (in case of a liquidation), if they are so authorized by a resolution of the General Meeting of the Company adopted with a Special Majority, may receive fully or partially paid up Shares, bonds or securities of another company, either Israeli or foreign, whether incorporated or which is about to be incorporated for the purpose of acquiring property of the Company, or any part thereof, and the Directors (if the profits of the Company allow for it) or the liquidators (in case of a liquidation) may distribute among the Shareholders the Shares or the securities mentioned above or any other property of the Company without selling them or depositing them with trustees on behalf of the Shareholders.

- 37.2. The General Meeting may, pursuant to a resolution adopted by a Special Majority, decide on the valuation of the securities or of the aforementioned property at a price and in the same manner as it deems appropriate and all the Shareholders shall be obligated to accept any valuation or distribution, authorized in accordance with the foregoing and to waive their rights in this matter, unless the Company is about to liquidate or is in a liquidation process, of same lawful rights (if any) which according to the provisions of the Law should not be altered or denied.

#### Chapter Nine - Miscellaneous

38. **Notices**

- 38.1. A notice or other document may be sent by the Company to any Shareholder appearing in the Shareholder Register of the Company either personally or by way of sending by registered mail, at the registered address of the Shareholder in the Shareholder Register, or at such address as such Shareholder shall have provided in writing to the Company as the address for the delivery of notices.
- 38.2. All the notices to be given to Shareholders registered in the Shareholders Register, shall, in respect of Shares held jointly, be given to the person whose name is mentioned first in the Shareholder Register, and any notice given in such a manner shall be viewed as a sufficient notice to all such joint Shareholders.
- 38.3. Any Shareholder registered in the Shareholder Register, with an address, whether in Israel or overseas, is entitled to receive, at such address, any notice he is entitled to receive in accordance with the Articles of Association or according to the provisions of the Law. Unless otherwise stated above, no person who is not registered in the Shareholder Register shall be entitled to receive any notices from the Company.
- 38.4. Any notice or other document which is sent to a Shareholder in accordance with these Articles of Association shall be considered lawfully sent with respect to all the Shares held by him (whether with respect to Shares held by him alone or held by him jointly with others) even if same Shareholder had died by that time or had become bankrupt or had received an order for its liquidation or if a trustee or a liquidator or a receiver was appointed with respect to his Shares (whether the Company was aware of it or not) until another person is registered in the Shareholder Register in his stead, as the holder thereof. The sending of a notice or other document, as aforesaid, shall be viewed as a sufficient sending to any person having a right in these Shares.
- 38.5. Any notice or other document which was sent by the Company via registered mail, to an address in Israel, shall be considered sent within 72 hours from its posting at the post office. In order to prove sufficient sending, it is enough to show that the letter containing the notice or the document was addressed to the correct address and was posted at the post office.

- 38.6. Any accidental omission with respect to the giving of a notice of a General Meeting to any Shareholder or the non-receipt of a notice with respect to a meeting or any other notice on the part of whatever Shareholder shall not cause the cancellation of a resolution taken at that meeting, or the cancellation of processes based on such notice.
- 38.7. Any Shareholder and any member of the Board of Directors may waive his right to receive notices or waive his right to receive notices during a specific time period or in general and he may consent that a General Meeting of the Company or a meeting of the Board of Directors, as the case may be, shall be convened and held notwithstanding the fact that he did not receive a notice with respect to it, or notwithstanding the fact that the notice was not received by him within the required time, in each case subject to the provisions of any Law prohibiting any such waiver or consent.

**Chapter 10 - Intentionally Deleted**

39. Intentionally Deleted
40. Intentionally Deleted
41. Intentionally Deleted
42. Intentionally Deleted

**Chapter 11- Compliance with the License /  
Limitations on Ownership and Control**

43. **Compliance**

The Shareholders and the Company shall at all times comply with the terms of the License and of any other telecommunications license held by the Company. Nothing herein shall be construed as requiring or permitting the performance of any acts which are inconsistent with the terms of the License and of any other telecommunications license held by the Company. If any article of these Articles shall be found to be inconsistent with the terms of the License and of any other telecommunications license held by the Company, the provisions of such Article shall be null and void, but the validity, legality or enforceability of provisions of the other Articles shall not be affected thereby.

44. **Limitations on Ownership and Control**

- 44.1. This Article is to ensure that so long as and to the extent that any Operating Right is conditional on or subject to any conditions or restrictions relating to ownership or control over the Company imposed by the Ministry, the Company is so owned and controlled. This Article shall not affect or influence in any way the interpretation or application of Article 10A.



44.2. In this Article:

“**Affected Share**” means any Share determined to be dealt with as such pursuant to Article 44.4;

“**Affected Share Notice**” means a notice in writing served in accordance with Article 44.5;

“**Depository**” means a custodian or other person appointed under contractual arrangements with the Company (or a nominee for such custodian or other person) whereby such custodian or other person holds or is interested in Shares and which issues securities evidencing the right to receive such Shares;

“**Depository Receipts**” means receipts or similar documents of title issued by or on behalf of a Depository;

“**Depository Shares**” means the Shares held by a Depository or in which a Depository is interested in its capacity as a Depository;

“**Intervening Act**” means the refusal, withholding, suspension or revocation of any Operating Right applied for, granted to or enjoyed by the Company, or the imposition of any conditions or limitations upon any such Operating Right which materially inhibit the exercise thereof, in either case by any state, authority or person (including the Ministry) by reason of the activities of persons holding Shares in and/or controlling the Company;

“**Ministry**” means the Ministry of Communications and/or Minister of Communications;

“**Operating Right**” means all or any part of any authority, permission, licence or privilege applied for, granted to or enjoyed by the Company, including the Licence, for the establishment, subsistence, maintenance and operation of a mobile radio telephone system using the cellular method and the provision of mobile radio telephone services to the public in Israel;

“**Permitted Maximum**” means the maximum aggregate permitted number of Relevant Shares specified by the Board of Directors in accordance with the terms of the Licence, any other requirements of the Ministry and any relevant requirements of Law;

“**Relevant Person**” means:

- (a) any person who, without the approval of the Ministry, acquires, directly or indirectly, any Means of Control (as defined in the Licence) in breach of Section 21 of the Licence other than a person who falls within Article 10A; or

- (b) any Interested Party (as defined in the Licence) who, or who has an Office Holder (as defined in the Licence) who, is in breach of Sections 23 or 24 of the License other than a person who falls within Article 10A;

**"Relevant Share"** means any Share (other than a Share removed from the Relevant Shares Register (defined in Article 44.3.2) pursuant to Article 44.3.5), in which a Relevant Person has an interest or which is declared to be a Relevant Share pursuant to Article 44.3.4;

44.3.

44.3.1. The Board of Directors shall not register a person as a holder of a Share unless the person has given to the Board of Directors a declaration (in a form prescribed by the Board of Directors) signed by him or on his behalf, stating his name, nationality, that he is not a Relevant Person falling within paragraphs (a) or (b) of the definition of that term and other information required by the Board of Directors.

44.3.2. The Board of Directors shall maintain a register (the "Relevant Shares Register"), in which particulars shall be entered of any Share which has been:

- (a) acknowledged by the holder (or by a joint holder) to be a Relevant Share;
- (b) declared to be a Relevant Share pursuant to Article 44.3.4; or
- (c) determined to be an Affected Share pursuant to Article 44.4.2;

and which has not ceased to be a Relevant Share. The particulars in the Relevant Shares Register in respect of any Share shall include the identity of the holder or joint holders and information requested by and supplied to the Board of Directors.

44.3.3. Each registered holder of a Share which has not been acknowledged to be a Relevant Share who becomes aware that such Share is or has become a Relevant Share shall forthwith notify the Company accordingly.

44.3.4. The Board of Directors may notify in writing the registered holder of a Share which is not in the Relevant Shares Register and appears to be a Relevant Share, requiring him to show that the Share is not a Relevant Share. Any person to whom such notice has been issued may within 21 clear days after the issue of the notice (or such longer period as the Board of Directors may decide) represent to the Board of Directors why such Share should not be treated as a Relevant Share but if, after considering such representations and other relevant information, the Board of Directors is not so satisfied, it shall declare such Share to be a Relevant Share and treat it as such.

44.3.5. The Board of Directors shall remove a Relevant Share from the Relevant Shares Register if the holder of the Relevant Share gives to the Board of Directors a declaration (in a form prescribed by the Board of Directors), together with such other evidence as the Board of Directors may require, which satisfies it that such Share is no longer, or should not be treated, as a Relevant Share.

44.4.

44.4.1. Article 44.4.2 shall apply for so long as the Company holds or enjoys any Operating Right where the Board of Directors determines that it is necessary to take steps to protect any Operating Right because an Intervening Act is contemplated, threatened or intended, may take place or has taken place;

44.4.2. Where a determination has been made under Article 44.4.1, the Board of Directors shall take such of the following steps as they consider necessary or desirable to overcome, prevent or avoid an Intervening Act:

44.4.2.1. the Board of Directors may remove any Director from office, by a resolution passed by a majority of 75 per cent or more of the other Directors present and voting at the relevant meeting;

44.4.2.2. the Board of Directors may seek to identify those Relevant Shares which gave rise to the determination under Article 44.4.1 and by a resolution passed by a majority of 75 per cent or more of the Directors present and voting at the relevant meeting deal with such Shares as Affected Shares; and

44.4.2.3. when the aggregate number of Relevant Shares in the Relevant Shares Register exceeds the Permitted Maximum, the Board of Directors may deal with the Relevant Shares which it decides, by a resolution passed by a majority of 75 per cent or more of the Directors present and voting at the relevant meeting, are in excess of the Permitted Maximum as Affected Shares.

- 44.5. The Board of Directors shall give an Affected Share Notice to the registered holder of any Affected Share and state that Article 44.6 is to be applied forthwith in respect of such Affected Share. The registered holder of the Affected Share may within 21 clear days after the issue of the notice (or such longer period as the Board of Directors may decide) represent to the Board of Directors why such Share should not be treated as an Affected Share and if, after considering such representations and other relevant information, the Board of Directors considers that the Share should not be treated as an Affected Share it shall forthwith withdraw the Affected Share Notice and Article 44.6 shall no longer apply to the Share.
- 44.6. An Affected Share in respect of which an Affected Share Notice has been served shall be treated as a dormant share (as defined in section 308 of the Companies Law) except that the registered holder of the Affected Share shall continue to have the right to receive dividends and other distributions of the Company and participate in bonus or rights issues of the Company in respect of such Share.
- 44.7. In deciding which Shares are to be treated as Affected Shares, the Board of Directors shall have regard to the Relevant Shares which in its opinion have directly or indirectly caused the determination under Article 44.4 and the chronological order in which Relevant Shares have been entered in the Relevant Shares Register (and accordingly treat as Affected Shares those Relevant Shares entered in the Relevant Shares Register most recently) except where such criterion would in their opinion be inequitable, in which event the Board of Directors shall apply such other criterion or criteria as they may consider appropriate.
- 44.8. Subject to the other provisions of this Article 44, the Board of Directors shall be entitled to assume without enquiry that:
- 44.8.1. all Shares not in the Relevant Shares Register and not falling within clause 44.8.2 are neither Relevant Shares nor Shares which would be or be capable of being treated as Affected Shares; and
- 44.8.2. all or some specified number of the Shares are Relevant Shares held by a Relevant Person falling within paragraphs (a)-(b) in the definition of that term if they (or interests in them) are held by a Depositary, trustee, registration or nominee company or other agent unless and for so long as, in respect of any such Shares, it is established to their satisfaction that such Shares are not Relevant Shares.
- 44.9. Any resolution or determination of, or any decision or the exercise of any discretion or power by, the Board of Directors or any one of the Directors under this Article 44 shall be final and conclusive.
- 44.10.
- 44.10.1. On withdrawal of the determination under Article 44.4.1, the Board of Directors shall cease to act pursuant to such determination and inform every person on whom an Affected Share Notice has been served that Article 44.6 no longer applies in respect of such Share. The withdrawal of such a determination shall not affect the validity of any action taken by the Board of Directors under this Article whilst that determination remained in effect and such actions shall not be open to challenge on any ground whatsoever.

44.10.2. The Board of Directors shall, so long as it acts reasonably and in good faith, be under no liability to the Company or to any other person for failing to treat any Share as an Affected Share or any person as a Relevant Person in accordance with this Article and it shall not be liable to the Company or any other person if, having acted reasonably and in good faith it determines erroneously that any Share is an Affected Share, or any person is a Relevant Person or on the basis of such determination or any other determination or resolution, they perform or exercise their duties, powers, rights or discretions under this Article in relation to such Share.

44.11. A person who has an interest in Shares by virtue of having an interest in Depository Receipts shall be deemed to have an interest in the number of Shares represented by such Depository Receipts and not (in the absence of any other reason why he should be so treated) in the remainder of the Depository Shares held by the relevant Depository.

45. **Cross Ownership and Control**

45.1. An Office Holder in the Company, an Interested Party in the Company, or an Office Holder in any Interested Party in the Company will not be a party to any agreement, arrangement or understanding with a Competing MRT Operator of the Company, or an Interested Party or an Office Holder in it, or an Office Holder in an Interested Party in a Competing MRT Operator of the Company, or any other body in which a Competing MRT Operator of the Company 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 (Bezeq) Services.

45.2. An Office Holder in the Company, an Interested Party in the Company, or an Office Holder in any Interested Party in the Company will not Hold, directly or indirectly, five percent (5%) or more of any Means of Control of a Competing MRT Operator of the Company, or serve as an Office Holder in a Competing MRT Operator or in an Interested Party in a Competing MRT Operator of the Company (subject to certain exceptions specified in the License); for this matter, "Holding" includes holding as an agent.

45.3. An Office Holder in the Company, an Interested Party in the Company, or an Office Holder in any Interested Party in the Company will not Control a Competing MRT Operator of the Company, and will not cause himself, by any act or omission, to be Controlled by a Competing MRT Operator of the Company or by an Office Holder or an Interested Party in a Competing MRT Operator of the Company, or by an Interested Party in a Competing MRT Operator of the Company, or by a person or entity that Controls a Competing MRT Operator of the Company.

For the purposes of Article 45, the terms - "Competing MRT Operator," "Interested Party," "Office Holder," "MRT Services," "MRT Terminal Equipment," "Telecommunications (Bezeq) Services," "Means of Control," "Holding" and "Control" - shall bear the same meaning as in, and shall be interpreted in accordance with, the License.

[State Emblem]

**The State of Israel**  
**Ministry of Communications**

**General License for Partner Communications Ltd. for the Provision of**  
**Mobile Radio Telephone (MRT) Services using the Cellular Method**

**Amendment No. 69**

By virtue of the authority of the Minister of Communications under Article 4 (e) of the Communications Law (Telecommunications and Broadcasts), 5742-1982, that have been delegated to us, by all our other powers under any law and after having considered the arguments of **Partner Communications Company Ltd.** (hereinafter: "**Partner**"), we hereby amend the General License for the provision of mobile radio telephone (MRT) services using the cellular method granted to Partner on 7 April 1998, as follows:

**Amendment of Article 55**

1. After Article 55.6 shall come:

" 55.7 Notwithstanding the afore-mentioned in Article 55.5, the Licensee may have a subscriber sign a subscriber agreement also by a computerized graphic signature, instead of an original signature, and for this matter the provisions of Appendix E shall apply instead of Article 55.5.

For this matter, "**computerized graphic signature**"-a signature that is digitally maintained as a graphic file."

**Amendment of Appendix E**

2. After Article 2.4 in Appendix E shall come:

" 2.5 **Manner of Execution of a Computerized Graphic Signature**

- (a) **Subscriber identification**- The Licensee shall perform identification of a subscriber before revising the subscriber agreement or signing a new subscriber agreement, by means of an identifying document that bears a photograph or a power of attorney together with an identifying document of the legal representative.
  - (b) **Use of a Digital Screen**- The Licensee shall allocate for the subscriber's sole use a digital screen during the duration of the transaction until its completion and shall allow the subscriber a reasonable amount of time to review the entire agreement and to understand its contents before he is required to sign it.
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- (c) **Signature of the Subscriber**-marking "form for services access" and a signature on the documents relevant to the agreement shall only be done by the subscriber.
- (d) **Fixed Signature**-each separate signature shall be locked and fixed in place with its unique characteristics, in a manner that enables being able to prove that this signature is not a result of "cut and paste" of another signature of the subscriber that was signed elsewhere in the subscriber agreement or on other documents. In addition to the aforesaid, each signature will have an additional layer of information that will document the exact time of the signature (date and exact time in seconds).
- (e) **"Locking" of an Agreement**- once the entire agreement is signed, the agreement document will be "locked" in a manner in which it will be possible to identify a change made to the agreement after the date of its signature. "Locking" of an agreement by a secure electronic signature or approved electronic signature (hereinafter-electronic signature) of the Licensee, as defined in the Electronic Signature Law, 2001, immediately after it has been signed by the subscriber, shall be considered as a reasonable means of locking the agreement and protecting it from changes.
- (f) **Document Preservation**-The Licensee shall preserve documentation of all of the agreement documents in accordance with the requirements of Article 113.1 of its license and shall take reasonable means to prevent the addition or removal of documents to the electronic archive system in an undocumented manner. The Licensee shall take necessary steps to ensure that that the contents of the agreement are preserved without changes from the date of its editing throughout the preservation period, while taking into account technological changes or changes in encryption methods that are used for preserving documents. The Licensee will be able to prove to the Ministry at any time that it has taken the said steps and procedures.
- (g) **Receipt of a Copy of the Subscriber Agreement**
  - (1) The subscriber may choose from two possibilities for receiving documents at the time of execution of the transaction (by marking x in one of two boxes):
    - (a) First box-receipt of only the "pages of the main details of the plan" (up to 2 pages);
    - (b) Second box-to receive the entire signed agreement.
  - (2) The subscriber shall confirm his choice with his signature. The signature place shall be next to the above 2 boxes.

- (3) A subscriber that requests to receive only the "pages of the main details of the plan", will need to mark his e-mail address or fax number to which the entire signed agreement will be sent (including the 2 "pages of the main details of the plan").
- (4) The sales representative shall type in the e-mail address or fax number, to where the entire agreement will be sent (from his keyboard).
- (5) The address or fax number shall appear under and next to the above boxes.
- (6) The subscriber shall confirm by his additional signature that this is his e-mail address or fax number to where the entire agreement will be sent.
- (7) As a result of the above-mentioned: a subscriber that does not have an e-mail address or fax number shall receive the entire agreement at the time of execution of the transaction.

**(h) Identification of the Representative**-each agreement shall include an unequivocal identification of the representative (full name and signature).

- (i) The Licensee shall maintain a signed copy of the subscriber agreement; the said copy shall be available at the Licensee to be presented to the Director, within five (5) working days from the date of the transaction;
- (j) If the subscriber wishes to make changes to the terms of the subscriber agreement, including a request to receive an additional service, to cancel a service or to join a service package- at the time of the change request a printed notice shall be given to the subscriber that bears the name or logo of the Licensee in which the details of the changes made shall be noted, the effective date as well as the full names of the Licensee's representative and the subscriber and their original signatures. The signed notice shall be available at the Licensee to be presented to the Director, within five (5) working days from the date of execution of the subscriber's request.

**(k) Door to Door Sales**-The above detailed rules shall apply also to door to door sales."

( , 2013)

(sgd)

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Haim Giron  
Senior Deputy Director-General,  
Engineering and Licensing

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Eden Bar Tal  
Director General



[State Emblem]

**The State of Israel**  
**Ministry of Communications**

**General License for Partner Communications Ltd. for the Provision of**  
**Mobile Radio Telephone (MRT) Services using the Cellular Method**

**Amendment No. 70**

By virtue of the authority of the Minister of Communications under Article 4 (e) of the Communications Law (Telecommunications and Broadcasts), 5742-1982, that have been delegated to us, by all our other powers under any law and after having considered the arguments of **Partner Communications Company Ltd.** (hereinafter: "**Partner**"), we hereby amend the General License for the provision of mobile radio telephone (MRT) services using the cellular method granted to Partner on 7 April 1998, as follows:

**Amendment of Article 75**

1. After Article 75 shall come:

"75.11

(a) In this Article-

"**Limited Package**"- a package of minutes that is limited to a number of minutes, in accordance with the subscriber's plan.

"**Unlimited Package**"- an unlimited package of minutes for which the subscriber pays.

"**Free of Charge Number**"- a phone number that is determined that a call to it from any network will not be charged to the initiator of the call;

"**A Special Telephone Number at a Composed Tariff**"- a national or network telephone number in an unusual numbering plan, for which the call tariff to it is a composed tariff;

"**A Special Telephone Number at a Regular Tariff**" – a national<sup>1</sup> or network<sup>2</sup> telephone number in an unusual numbering plan, for which the call tariff to it does not exceed the normal tariff;

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<sup>1</sup> A telephone number that can be accessed from any network.

<sup>2</sup> A telephone number that can be accessed only from the Licensee's network.

"Unusual Numbering Plan" - a numbering plan that is not a regular numbering form;

"Usual Numbering Plan" - a numbering plan of geographic numbers and national numbers in accordance with the definitions in the numbering plan<sup>3</sup>.

"Composed Tariff" - a tariff composed of a regular tariff in addition to a tariff for service provided by the Licensee or someone on his behalf or a service provider;

"A Regular Tariff" - a tariff per minute for a call to telephone numbers in a regular numbering plan, in accordance with the subscriber's tariff plan.

- (b) The Licensee will not charge a subscriber that calls destinations with free of charge numbers and shall not count the minutes of the call to those destinations as part of a limited package.
- (c) The Licensee may charge a subscriber that calls destinations with special telephone numbers at regular tariffs and shall count the minutes of the call to those destinations as part of a limited package or as part of an unlimited package. For the avoidance of doubt, the Licensee may not charge a subscriber for calling destinations with special telephone numbers at regular tariffs any additional payment beyond the payment that he pays for a package of minutes, as long as the subscriber has not exceeded his quota of plan minutes. If the subscriber exceeds his quota of plan minutes, the Licensee may charge him for calling the said destinations in accordance with a tariff that does not exceed the regular tariff. In addition to the aforesaid, the Licensee may not distinguish between the tariffs that he charges the subscriber for calling telephone numbers with regular numbering plans and for calling special telephone numbers at regular tariffs, including by determining separate minute packages.
- (d) If the charge for calls to destinations with special telephone numbers is done in accordance with a composed tariff, the Licensee shall count the minutes of the calls to said destinations as part of a limited plan or as part of any unlimited plan, for which the subscriber pays.

The Licensee may charge the subscriber for the services that are provided as part of calling telephone numbers that are charged according to a composed tariff, whether the charge is per minute of the call or whether the charge is a constant charge for a call, in addition to the regular payment for the package of minutes.

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<sup>3</sup> For example numbers in the 03-XXXXXXX, 05Y-XXXXXXX and 07Z-XXXXXXX

**Commencement**

2. Articles 75.11 (a)-(c) shall become effective no later than **September 3, 2013**.

Article 75.11 (d) shall become effective no later than **December 3, 2013**.

( June 23, 2013)

(sgd)

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Senior Deputy Director-General,  
Engineering and Licensing

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Haim Giron  
Shmila Maymon  
Acting Director General

Appendix B-Engineering Plan

1. Cancelled.
2. **Provisions, characterizations and work procedures:**
- 2.1 Blockage of cellular terminal equipment, as set forth in Article 71A, shall be in accordance with the functional characterization dated November 2, 2008.
3. **Engineering Plan:**
- 3.1 The following shall be considered as a detailed appendix of the engineering report:
  - (a) An engineering report that was filed in Tender number 1/01

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**The State of Israel**  
**Ministry of Communications**

**General License for Partner Communications Ltd. for the Provision of**  
**Mobile Radio Telephone (MRT) Services using the Cellular Method**

**Amendment No. 71**

By virtue of the authority of the Minister of Communications under Article 4 (e) of the Communications Law (Telecommunications and Broadcasts), 5742-1982, that have been delegated to us, by all our other powers under any law and after having considered the arguments of **Partner Communications Company Ltd.** (hereinafter: "**Partner**"), we hereby amend the General License for the provision of mobile radio telephone (MRT) services using the cellular method granted to Partner on 7 April 1998, as follows:

**Amendment of Article 31**

1. At the end of Article 31.1 shall come: "During the erection period, this report shall be integrated into the outline engineering report, as set forth in Article 104.1(e)."

**Amendment of Article 104**

- 2A. After sub-section 104.1 (d), shall come:

" (e) Outline engineering report- an engineering report for the erection, development and upgrade of the network in the format set forth in Appendix B."

- 2B. Sub-sections 104.4 (a)-(f) shall be cancelled.

**Amendment of Article 108**

3. In sub-section 108.2 (b), in the marked place shall come:

"Appendix B-The engineering plan that is attached to Appendix B;"

**Amendment of Appendix B**

4. Instead of Appendix B shall come the attached.

**Commencement and Director Provisions**

- (a) This amendment shall become effective upon its signature date.
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(b) In chapters A and B-engineering report summary-shall be submitted immediately and no later than **August 1, 2013**.

(c) The full report, chapters A-E shall be submitted at the end of each calendar year no later than the last working day of the year (31.12.20XX).

( July 10, 2013)

(sgd)

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Senior Deputy Director-General,  
Engineering and Licensing

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Haim Giron  
Shmila Maymon  
Acting Director General

[State Emblem]

**The State of Israel**  
**Ministry of Communications**

**General License for Partner Communications Ltd. for the Provision of**  
**Mobile Radio Telephone (MRT) Services using the Cellular Method**

**Amendment No. 72**

By virtue of the authority of the Minister of Communications under Article 4 (e) of the Communications Law (Telecommunications and Broadcasts), 5742-1982, that have been delegated to us, by all our other powers under any law and after having considered the arguments of **Partner Communications Company Ltd.** (hereinafter: "**Partner**"), we hereby amend the General License for the provision of mobile radio telephone (MRT) services using the cellular method granted to Partner on 7 April 1998, as follows:

**Amendment of Article 75D**

At the end of the heading of the article, after "cellular data" shall come "in Israel".

**Amendment of Article 75E**

After article 75D shall come:

" **75E Charges for International Roaming Services**

75E.1 In this article:

"**arrangement**"- a package or plan that includes cellular data;

"**package offers**"- an offer of three packages or various plans that the Licensee may have that include data data that have been offered to the Licensee's subscribers in the month preceding the month in which the package offers were sent to the subscriber.

"**package**"- a limited quantity of service units, that can be used during a limited period through international roaming abroad, that are sold at a known and predetermined price and is valid for certain destinations.

"**abroad or destination**"- a country, including a vessel at sea and an aircraft;

"**Mb**"- Mbyte

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"cellular data or cellular data service"- cellular data service abroad

"plan"- a tariff plan for a limited period of time for the use of services through international roaming abroad (for example: voice service, sending and receiving sms and cellular data) to destinations included in the plan and the payment for the services shall be made in accordance with the use; the service tariffs included in the plan are different from the tariffs for these services for a subscriber that did not enroll in the plan; the plan can determine a set payment that does not depend on usage.

75E.2 The Licensee will send an SMS to a subscriber that purchased an international roaming services package (hereinafter in this section "**the package**"); the SMS will be sent each time the subscriber utilizes 75%, 90% and 100% of the package; in addition, the Licensee will send an SMS to the subscriber upon the termination of the arrangement and will note the termination of the arrangement. The SMSs will be sent to the subscriber at no charge, as close as possible to the said level of utilization and shall include at least the following: the utilization rate of the services included in the arrangement as set forth in the following section 1-5 and the date on which the utilization calculation was made (date and time);

1. Call minutes
2. SMSs
3. Cellular data (in Mb)
4. Call minutes and SMSs in a combined manner
5. Call minutes, SMSs and cellular data (in Mb) in a combined manner

75E.3 If a subscriber purchases an arrangement, the Licensee shall block the access to the cellular data after complete utilization of the package or upon termination of the arrangement, according to the matter, free of charge and the subscriber will not be required to pay any payments for cellular data, beyond the payment known in advance for the package that was purchased or the plan that the subscriber joined. The Licensee shall send an SMS to the subscriber, free of charge, regarding the said blocking, possible to the blocking date. The SMS should include package offers.

75E.4 (a) The Licensee shall block free of charge the access to cellular data service for every subscriber upon his arrival abroad, unless the subscriber fulfills one of the following conditions:

- 1) The subscriber has an arrangement.
- 2) The subscriber requested at his own initiative, through a "service access form" to allow him to access cellular data on a regular basis.

(b) If the subscriber does not fulfill one of the conditions set forth in sub-section (a) and the Licensee does not block the subscriber for cellular data, the Licensee shall not charge the subscriber for the cellular data.

(c) The Licensee will block free of charge the access to cellular data as set forth in sub-section (a) and will not charge for cellular data as set forth in sub-section (b) any time that a subscriber that purchases an arrangement reaches a destination not included in the arrangement. The Licensee will again allow the said subscriber the cellular data immediately and automatically and without the subscriber's need for any manual action any time that the subscriber in at a destination included in the arrangement.



(d) The Licensee will send the subscriber an SMS free of charge regarding the said blockage in sub-sections (a) and (c) as close as possible to the time of the blockage and will note the reason for the blockage and the ways in which the subscriber can apply to open the blockage. The SMS will include the package offers.

(e) Article 60.6 shall apply to the manner of subscribers applying for cellular data while abroad after their access to the cellular data has been blocked and access to cellular data has been allowed to them without having to purchase an arrangement after they have confirmed that they are aware of the cellular data price per Mb without an arrangement and the documentation shall also include the subscriber's details and his said confirmation.

- 75E.5 Upon the arrival abroad of a subscriber that requested through a "service access form" to have access on a regular basis to cellular data and the subscriber does not have an arrangement, the Licensee shall send him an SMS that includes a warning regarding the possible chargeable consumption of cellular data, without the initiation of any cellular data action and information regarding the ability to block the cellular data by changing the handset settings. The SMS should note, if relevant, that the said blockage also blocks the ability for cellular data in Israel and therefore the blockage should be removed for cellular data upon the return to Israel or by calling the Licensee's call center. In addition, the SMS should include a package offer.
- 75E.6 The Licensee will notify its subscribers in the telephone bill following the date of signature of the license amendment, with respect to the possibility to request to be blocked for cellular data by filling out a "service access form" that appears on the Licensee's website. The subscriber may send the said form to the Licensee by regular mail, e-mail, fax or by an online form on the Licensee's website, if the Licensee's website supports this possibility.
- 75E.7 The Licensee shall display on its website information regarding the subscriber's ability to block access to cellular data also through the handset, as long as said blockage does not block the ability to roam in Israel.
- 75E.8 The Licensee shall display on its website information about services that consume chargeable data volume without an active initiated action by the subscriber, for example: automatic synchronization of e-mail and updates of different applications.
- 75E.9 Charges for international roaming services according to a rate per unit shall be done retroactively in the telephone bill, after consuming the services and not in advance. If a subscriber purchases an arrangement that includes a payment that is known in advance, the charge will be done for this payment in the bill for the period during which the transaction became effective.

75E.10 Without derogating from the aforesaid in Article 55A, Article 60.6 shall apply to "remote sales transactions" of services through international roaming services.

75.11E The Licensee will send as soon as possible, free of charge, an SMS to each subscriber that purchases services through a remote sales transaction of services through international roaming services, that includes the main points of the transaction, and no later than the end of the day on which the remote sales transaction was made.

In addition, the Licensee will note information regarding the said " remote sales transaction " in the telephone bill following the date of the execution of the transaction, in accordance with the billing period of the subscriber, that includes the telephone number for which the transaction was executed, the date of the transaction, the amount and types of services that were purchased through international roaming services, the number of days allocated for the use of the services, the date and time of beginning of provision of the services, the price of the services purchased, the price according to which the charge will be done for consuming the services beyond the package, if a package is purchased and the manner of rounding up every amount consumed ((hereinafter- "**transaction details**").

A copy of the telephone bill in which the details of the transaction are noted will be available with the Licensee for presentation before the Director or for being sent to him upon demand, within five (5) working days from the date of the agreement execution.

75.12E In a transaction for the purchase of services through international roaming services that was done in the presence of the Licensee's representative and the subscriber, the subscriber shall be given at the time of the agreement execution a printed confirmation that includes the transaction details. A copy of the confirmation shall be available with the Licensee for presentation before the Director or for being sent to him upon demand, within five (5) working days from the date of the agreement execution.

75.13E The Licensee will publish on its website all the packages and plans that are marketed to private subscribers as well as the tariffs of all international roaming services for subscribers without arrangements, for all the destinations for which the Licensee has an international roaming agreement. The Licensee will not charge a subscriber for international roaming services that was done at a destination that was not published as set forth above before the charge.

75.14E The tariff for cellular data will be noted by the Licensee every place where it is noted in units of NIS 1 per Mb.

75.15E The cellular data tariff for 1 Mb for a subscriber that does not have an arrangement will be lower than the price of the cheapest package offered by the Licensee.

75.16E The purchase of an arrangement, in Israel or abroad, does not change the default listed in the updated service order form except for the period of that arrangement.

**Amendment of Appendix E**

In section 2.2(a):

1. Instead of "roaming service" will come "international roaming service";
2. At the end will come:  
"With respect to inquiries regarding international roaming services-the Licensee will allow every subscriber that is abroad to call the said call center free of charge, as long as the inquiry is done through a telephone number on the Licensee's network. The Licensee will publish on its website the telephone number for calling from abroad."

**Amendment of Appendix E2**

Instead of the existing Appendix E2 shall come the attached Appendix E2.

**Commencement**

This amendment to the license will become effective no later than February 17, 2014.

( December 18, 2013)

(sgd)

\_\_\_\_\_  
Haim Giron  
Senior Deputy Director-General,  
Engineering and Licensing

\_\_\_\_\_  
Avi Berger  
Director General

**Appendix E2-Services Access Form**

**Access form for services through the cellular handset that are charged in the telephone bill**

Name of the Licensee \_\_\_\_\_

Methods for sending the form:  
**Address**  
**E-mail address**  
**Fax number**

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

I, the person whose details appear below, request access to the services detailed below, for the telephone number noted in this form as follows:

**Subscriber Details**

Name of the subscriber/company: \_\_\_ I.D./Company No. \_\_\_\_\_

Address: \_\_\_ Telephone No. \_\_\_\_\_

Mark X according to your choice and sign. For your information, partial marking and signing shall mean blocking the possibility to receive the service.

No.	Type of Service	Block	Open	Subscriber's Signature
1.	Cellular data service on cellular internet in Israel including the cellular portal of the Licensee (Blocking does not prevent cellular data in Israel through Wi-Fi)	<input type="radio"/>	<input type="radio"/>	
1A.	Cellular data service on cellular internet abroad including the cellular portal of the Licensee (Blocking does not prevent cellular data abroad through Wi-Fi) <i>For your information, if you chose "block" and purchased at some point at a later time a plan/package that includes cellular data, the blocking will be opened by [name of company] and afterwards will be blocked by us again upon the complete utilization of the package or the termination of the plan, the earlier of the two.</i>	<input type="radio"/>	<input type="radio"/>	
2.	Content service and/or <u>one time information</u>			
	a. receipt or download of content through the internet, watching it and/or listening to it on a one time basis (for example: download or watching a video clip, listening to a song, download of a ringtone, download of a video clip, download of a game, and all on a one time basis)	<input type="radio"/>	<input type="radio"/>	
	b. sending of an sms at a special rate in order to vote as part of a televised show on a one time basis (for example: voting for a reality show on a one time basis)	<input type="radio"/>	<input type="radio"/>	

	<b>c. Making a donation by sending an sms on a one time basis</b> (for example: a donation to an organization on a one time basis)	<input type="radio"/>	<input type="radio"/>	
	<b>d. Receipt of content and/or information on a one time basis</b> (for example: information about transportation routes, professionals, financial information, and all on a one time basis)	<input type="radio"/>	<input type="radio"/>	
<b>3.</b>	<b>Content service and/or <u>continuous information</u></b>			
	<b>a. Receipt or download of content through the internet, watching and/or listening to it not on a one time basis</b> (for example: a subscription to download or watch a video clip, a subscription for a music service, a subscription to download ringtones, a subscription to download video clips and a subscription to download games)		<input type="radio"/>	
	<b>b. Receipt of content and/or information not on a one time basis</b> (for example: a subscription for the receipt of news updates, a subscription for the receipt of sports results, a subscription for the receipt of trivia questions and a subscription for the receipt of diet recipes)		<input type="radio"/>	
Signing this agreement in the presence of a Licensee representative-I declare that this form was marked and signed by myself				
Name of Licensee Representative: _____ Signature of Licensee Representative _____ Signature of Subscriber _____				

[State Emblem]

**The State of Israel**  
**Ministry of Communications**

**General License for Partner Communications Ltd. for the Provision of**  
**Mobile Radio Telephone (MRT) Services using the Cellular Method**

**Amendment No. 73**

By virtue of the authority of the Minister of Communications under Article 4 (e) of the Communications Law (Telecommunications and Broadcasts), 5742-1982, that have been delegated to us, by all our other powers under any law and after having considered the arguments of **Partner Communications Company Ltd.** (hereinafter: "**Partner**"), we hereby amend the General License for the provision of mobile radio telephone (MRT) services using the cellular method granted to Partner on 7 April 1998, as follows:

**Amendment of Article 75E**

1. In article 75E.1, in the definition of "plan", after "limited period of time" shall come: "or for a specific trip abroad".
2. The existing article 75E.2 shall be renumbered as (a) and afterwards shall come:
  - (b) "Notwithstanding the aforesaid in article 75E.2 (a)-
    - 1) The Licensee shall be exempt from sending an SMS to a subscriber regarding the utilization of the package that he purchased, as set forth in article 75E.2(a) if the following apply:
      - (a) The subscriber purchased the package before March 31, 2014;
      - (b) The subscriber specifically agreed in writing to waive the receipt of an SMS as set forth in article 75E.2(a);
      - (c) The Licensee proved to the satisfaction of the Director that a technological limitation that is not under its control prevents it from receiving an online indication or close to an online indication with respect to the execution of calls by direct dialing.
    - 2) If a subscriber uses MRT equipment that does not support SMSs, including tablets with SIM cards and cellular modems, the Licensee will require the subscriber when he purchases the package an alternative means of communication (for example whatsapp, viber, skype applications, email or voice mail) ("**alternative means**"); if the subscriber provided alternative means, the Licensee will send the messages regarding said package utilization in article 75E.2(a) by alternative means.

3. In article 75E.5, after "arrangement" shall come: "or his arrangement does not include the country in which the subscriber is staying".
4. At the end of article 75E.11, instead of "agreement execution" shall come "sending of the telephone bill".

**Amendment of Appendix E2**

5. In the existing appendix E2, in section 1A, after the words "through Wi-Fi" shall come: "marking open in this section does not include opening of roaming services in Jordan and Egypt".

**Commencement**

This license amendment will become effective on March 31, 2014.

( February 17, 2014)

(sgd)

\_\_\_\_\_  
Haim Giron  
Senior Deputy Director-General,  
Engineering and Licensing

\_\_\_\_\_  
Avi Berger  
Director General

**Appendix E2-Services Access Form**

**Access form for services through the cellular handset that are charged in the telephone bill**

Name of the Licensee \_\_\_\_\_

Methods for sending the form:  
 Address \_\_\_\_\_  
 E-mail address \_\_\_\_\_  
 Fax number \_\_\_\_\_

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

I, the person whose details appear below, request access to the services detailed below, for the telephone number noted in this form as follows:

**Subscriber Details**

Name of the subscriber/company: \_\_\_ I.D./Company No. \_\_\_\_\_

Address: \_\_\_ Telephone No. \_\_\_\_\_

Mark X according to your choice and sign. For your information, partial marking and signing shall mean blocking the possibility to receive the service.

No.	Type of Service	Block	Open	Subscriber's Signature
1.	Cellular data service on cellular internet in Israel including the cellular portal of the Licensee (Blocking does not prevent cellular data in Israel through Wi-Fi)	<input type="radio"/>	<input type="radio"/>	
1A.	Cellular data service on cellular internet abroad including the cellular portal of the Licensee (Blocking does not prevent cellular data abroad through Wi-Fi) <i>For your information, if you chose "block" and purchased at some point at a later time a plan/package that includes cellular data, the blocking will be opened by [name of company] and afterwards will be blocked by us again upon the complete utilization of the package or the termination of the plan, the earlier of the two.</i>	<input type="radio"/>	<input type="radio"/>	
2.	Content service and/or <u>one time information</u>			
	a. receipt or download of content through the internet, watching it and/or listening to it on a one time basis (for example: download or watching a video clip, listening to a song, download of a ringtone, download of a video clip, download of a game, and all on a one time basis)	<input type="radio"/>	<input type="radio"/>	
	b. sending of an sms at a special rate in order to vote as part of a televised show on a one time basis (for example: voting for a reality show on a one time basis)	<input type="radio"/>	<input type="radio"/>	
	c. Making a donation by sending an sms on a one time basis (for example: a donation to an organization on a one time basis)	<input type="radio"/>	<input type="radio"/>	



	<b>d. Receipt of content and/or information on a one time basis</b> (for example: information about transportation routes, professionals, financial information, and all on a one time basis)	o	o	
3.	<b>Content service and/or continuous information</b>			
	<b>a. Receipt or download of content through the internet, watching and/or listening to it not on a one time basis</b> (for example: a subscription to download or watch a video clip, a subscription for a music service, a subscription to download ringtones, a subscription to download video clips and a subscription to download games)		o	
	<b>b. Receipt of content and/or information not on a one time basis</b> (for example: a subscription for the receipt of news updates, a subscription for the receipt of sports results, a subscription for the receipt of trivia questions and a subscription for the receipt of diet recipes)		o	
	Signing this agreement in the presence of a Licensee representative-I declare that this form was marked and signed by myself			
	Name of Licensee Representative: _____ Signature of Licensee Representative _____ Signature of Subscriber _____			

**REGISTRATION RIGHTS AGREEMENT**

REGISTRATION RIGHTS AGREEMENT, dated as of October 17, 2013 (this "Agreement"), by and between Partner Communications Company Ltd., a company organized under the laws of Israel (the "Company"), and S.B. Israel Telecom Ltd., a company organized under the laws of Israel (the "Shareholder").

WHEREAS, the Shareholder entered into that certain Share Purchase Agreement, dated as of November 30, 2012, by and between the Shareholder and Scailex Corporation Ltd. (the "Share Purchase Agreement"), under which the Shareholder purchased 47,833,333 ordinary shares, par value NIS 0.01 per share, of the Company (the Company's ordinary shares, the "Ordinary Shares"). Of these shares, (i) 44,850,000 Ordinary Shares were transferred to the Shareholder on January 29, 2013, and (ii) 2,983,333 on future deferred closing dates;

WHEREAS, the Shareholder also purchased 3,200,000 Ordinary Shares from Leumi Partners Ltd. on January 29, 2013;

WHEREAS, following the closing of the transaction according to the Share Purchase Agreement the Shareholder desires that this Agreement shall be executed and delivered; and

WHEREAS, the audit committee and the board of directors of the Company have determined that it is in the best interests of the Company to enter into this Agreement with the Shareholder in connection with the Share Purchase Agreement.

NOW, THEREFORE, in consideration of the mutual promises, representations, warranties and conditions contained herein, the parties hereto agree as follows:

**ARTICLE I  
DEFINITIONS**

SECTION 1.01. As used in this Agreement, the following terms shall have the following respective meanings:

"Commission" shall mean the United States Securities and Exchange Commission, or any other United States federal agency at the time administering the Securities Act or the Exchange Act, as applicable, whichever is the relevant statute.

"Exchange Act" shall mean the United States Securities Exchange Act of 1934, or any similar federal statute, and the rules and regulations of the Commission thereunder, all as the same shall be amended from time to time.

"Holder" shall mean the Shareholder or any transferee or assignee thereof to whom the rights under this Agreement are assigned in accordance with the provisions of Section 4.07 hereof.

"Person" shall mean a corporation, association, partnership, organization, group (as such term is used in Rule 13d-5 under the Exchange Act), business, individual, government or political subdivision thereof, governmental agency or other entity.

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"Registrable Shares" shall mean any Ordinary Shares held by the Shareholder from time to time. For purposes of this Agreement, any Registrable Shares shall cease to be Registrable Shares when (x) a registration statement covering such Registrable Shares has been declared effective and such Registrable Shares have been disposed of pursuant to such effective registration statement or (y) such Registrable Shares are sold freely in the public market by a person in a transaction in which the rights under the provisions of this Agreement are not assigned.

"Securities Act" shall mean the United States Securities Act of 1933, or any similar federal statute, and the rules and regulations of the Commission thereunder, all as the same shall be amended from time to time.

## ARTICLE II REPRESENTATIONS AND WARRANTIES

SECTION 2.01. **Representations and Warranties of the Shareholder.** The Shareholder hereby represents and warrants to the Company that it has all requisite power and authority, and has received all requisite approvals to complete the transactions contemplated hereby; this Agreement has been duly authorized, executed and delivered by the Shareholder and constitutes a valid and binding agreement enforceable against it in accordance with its terms.

SECTION 2.02. **Representations and Warranties of the Company.** The Company represents and warrants to the Shareholder that it has been duly incorporated as a limited liability company under the laws of Israel and that (i) it has all requisite corporate power and authority, and has received all requisite approvals (including any necessary approval of its audit committee and board of directors) to complete the transactions contemplated hereby and (ii) this Agreement has been duly authorized, executed and delivered by it and constitutes it valid and binding agreement enforceable by the Shareholder against it in accordance with its terms.

## ARTICLE III AGREEMENTS IN RESPECT OF THE REGISTRABLE SHARES

SECTION 3.01. **Demand Registrations.** (a) Each Holder shall have the right (the "Demand Right") during the term of this Agreement to require the Company to file a registration statement under the Securities Act in respect of all or some of the Registrable Shares held by such Holder (but not less than a number of Registrable Shares that represents at least 2.65% of the then outstanding Ordinary Shares of the Company, including, if the Company qualifies, a shelf registration statement relating to the offer and sale of all Registrable Shares by the Holders from time to time in accordance with the methods of distribution elected by such Holders). Subject to the provisions of subsection (b) below, as promptly as practicable, but in no event later than 45 days after the Company receives a written request from such Holder demanding that the Company so register the number of Registrable Shares specified in such request, the Company shall file with the Commission and thereafter use its best efforts to cause to be declared effective promptly a registration statement (a "Demand Registration") providing for the registrations of all Registrable Shares as such Holder shall have demanded be registered. The Company may satisfy its obligation to file a Demand Registration through an automatic shelf registration statement on form F-3 within the meaning of Rule 405 under the Securities Act. All requests made pursuant to this Section 3.01 (a) shall specify the amount of the Registrable Shares to be registered. The Company shall be deemed to have effected a Demand Registration (i) if the demand registration statement is declared effective by the SEC and remains effective for not less than one hundred eighty (180) days (or such shorter period as shall terminate when all Registrable Shares covered by such demand registration statement have been sold or withdrawn), or (ii) if such registration statement relates to an underwritten offering, such longer period as, in the opinion of counsel for the underwriter or underwriters, a prospectus is required by law to be delivered in connection with sales of Registrable Shares by an underwriter or dealer (the applicable period, the "Demand Period") or (iii) if in connection with a shelf registration statement, the shelf registration statement is continuously effective under the Securities Act in order to permit the prospectus forming a part thereof to be usable by Holders until the date as of which all Registrable Shares have been sold pursuant to the shelf registration statement or another registration statement filed under the Securities Act or the date as of which the Holders are permitted to sell their Registrable Shares without registration under the Securities Act pursuant to Rule 144 under the Securities Act without volume limitation or other restrictions on transfer thereunder. No Demand Registration shall be deemed to have been effected if (i) during the Demand Period such registration is interfered with by any stop order, injunction or other order or requirement of the SEC or other governmental agency or court or (ii) the conditions to closing specified in the underwriting agreement, if any, entered into in connection with such registration are not satisfied other than by reason of a wrongful act, misrepresentation or breach of such applicable underwriting agreement by the Holder.

(b) Anything in this Agreement to the contrary notwithstanding, the Company shall be entitled, upon giving prompt written notice of such action to the Holders, to postpone and delay the filing of any Demand Registration for a period not exceeding 45 days if (i) the Company is conducting or about to conduct an underwritten public offering of securities in which the Holder is entitled to join pursuant to Section 3.02 hereof, (ii) the Company is subject to an existing contractual obligation not to engage in a public offering, (iii) the financial statements of the Company for the fiscal period most recently ended prior to such written request are not yet available, or (iv) the Company shall determine that any such filing or the offering of any Registrable Shares would (x) in the good faith judgment of the Board of Directors of the Company, impede, delay or otherwise interfere with any pending or contemplated financing, acquisition, corporate reorganization or other similar transaction involving the Company, (y) based upon advice from the Company's investment banker or financial advisor, adversely affect any pending or contemplated offering or sale of any class of securities by the Company, or (z) require disclosure of material nonpublic information which, if disclosed at such time, would be materially harmful to the interests of the Company and its shareholders. After the expiration of any such postponement or delay and without any further request from a Holder, the Company shall effect the filing of the relevant Demand Registration and shall use its best efforts to cause any such Demand Registration to be declared effective as promptly as practicable unless such Holder shall have, prior to the effective date of such Demand Registration, withdrawn in writing its initial request, in which case such withdrawn request shall not constitute a Demand Registration.

(c) Notwithstanding anything contained in this Section 3.01:

(i) the Company shall not be required to file a registration statement within 180 days of the effective date of a prior registration statement filed as a result of a request for a Demand Registration by a Holder or within 180 days of the effective date of a prior registration statement registering Ordinary Shares;

(ii) a Holder shall not be entitled to request a Demand Registration until after twelve months from the Effective Date,

(iii) no request for a Demand Registration may be made by a Holder during the pendency of any lock-up period imposed in connection with a public offering of securities of the Company, except with the consent of the underwriters controlling the applicable lock-up agreement

(iv) the Company shall not be required to file a registration statement if the filing of such a registration statement, or the transactions contemplated by such filing, would in the good faith judgment of the Board of Directors of the Company be contrary to applicable rules or law;

(v) the Company shall not be required to file a registration statement if the filing of such registration statement, or the transactions contemplated by such filing, would in the good faith judgment of the Board of Directors of the Company result in a breach of the Company's license; and

(vi) the Company shall not be required to file a registration statement if the filing of such registration statement, or the transactions contemplated by such filing, would in the good faith judgment of the Board of Directors of the Company result in a breach of the Company's financing or other debt documents (including, any ancillary documents related thereto).

(d) Notwithstanding anything contained in this Section 3.01, if the lead underwriter of an offering involving a Demand Registration advises the Holders that have requested such registration that the total number of Registrable Shares that the Holders intend to include is such as (i) would materially and adversely affect the price of the Ordinary Shares to be offered or (ii) result in a greater number of Ordinary Shares being offered than the market could reasonably absorb, then the number of Registrable Shares to be registered in the Demand Registration shall be reduced to such number which, in the opinion of such underwriters, can be sold without (i) materially and adversely affecting the price of the Ordinary Shares to be offered or (ii) resulting in a greater number of Ordinary Shares being registered than the market could absorb. Such Registrable Shares to be included in such registration shall be allocated pro rata among all requesting Holders on the basis of the relative number of securities originally requested to be registered by each of them.

(e) The Company shall be entitled to include newly issued Ordinary Shares in any Demand Registration; provided, however, that if the lead underwriter of an offering involving a Demand Registration advises the Holders that have requested such registration that the number of Ordinary Shares that the Company intends to include in addition to the total number of Registrable Shares that the Holders intend to include is such as (i) would materially and adversely affect the price of the Ordinary Shares to be offered or (ii) result in a greater number of Ordinary Shares being offered than the market could reasonably absorb, then the Holders will promptly, so advise the Company and may require, by written notice to the Company accompanying such advice, that, to the extent necessary to meet such limitation, newly issued Ordinary Shares shall be excluded from such Demand Registration.

**SECTION 3.02. Piggyback Registration.** (a) If the Company proposes to file a registration statement under the Securities Act with respect to an offering of its Ordinary Shares (i) for its own account (other than a registration statement on Form F-4, S-4 or S-8 (or any substitute form that may be adopted by the Commission)) or (ii) for the account of any holders of its Ordinary Shares (including any pursuant to a Demand Registration), on a form and in a manner that would permit registration of Registrable Shares for sale to the public under the Securities Act, the Company shall give written notice of such proposed filing to each Holder as soon as practicable (but in any event not less than 30 days before the anticipated filing date), and such notice shall offer each Holder the opportunity to register such number of Registrable Shares as the Holder shall request. Upon the written direction of any Holder, given within 20 days following the receipt by such Holder of any such written notice (which direction shall specify the number of Registrable Shares intended to be disposed of by such Holder), the Company shall include in such registration statement (a "Piggyback Registration" and, collectively with a Demand Registration, a "Registration") such number of Registrable Shares as shall be set forth in such notice. If the offering pursuant to such registration statement is to be underwritten, then each Holder making a request for a Piggyback Registration pursuant to this Section 3.02(a) must, and the Company shall make such arrangements with the managing underwriter or underwriters so that each such Holder may, participate in such underwritten offering. If the offering pursuant to such registration statement is to be on any other basis, then each Holder making a request for a Piggyback Registration pursuant to this Section 3.02(a) must, and the Company shall make such arrangements so that each such Holder may, participate in such offering on such basis. Each Holder shall be permitted to withdraw all or part of its Registrable Shares from a Piggyback Registration at any time prior to the effectiveness of such registration statement.

(b) Notwithstanding anything contained in this Section 3.02, if the lead underwriter of an offering involving a Piggyback Registration advises the Company that the inclusion of such Registrable Shares (i) would materially and adversely affect the price of the Ordinary Shares to be offered or (ii) result in a greater amount of Ordinary Shares being offered than the market could reasonably absorb, then the number of Registrable Shares to be registered by each party requesting Piggyback Registration shall be reduced such that the total number of Registrable Shares being registered is not larger than such number which, in the opinion of such underwriters, can be sold without (i) materially and adversely affecting the price of the Ordinary Shares to be offered or (ii) resulting in a greater number of Ordinary Shares being registered than the market could absorb. Such Registrable Shares to be included in such Registration shall be allocated pro rata among all requesting Holders on the basis of the relative number of securities originally requested to be registered by each of them. Nothing contained herein shall require the Company to reduce the number of Ordinary Shares proposed to be issued by the Company.

(c) Subject to Section 3.01 (e) (ii) hereof, no Piggyback Registration effected under this Section 3.02 shall be deemed to have been effected pursuant to Section 3.01 hereof or shall release the Company of its obligations to effect any Demand Registration upon request as provided under Section 3.01 hereof

(d) The Company shall not be obligated to effect any registration of Registrable Shares under this Section 3.02 that is incidental to the registration of any of its securities in connection with any merger, acquisition, exchange offer, dividend reinvestment plan or stock option or other employee benefit plan.

(e) Notwithstanding anything contained in this Section 3.02, if at any time after giving notice of its intention to register any of its securities and prior to the effective date of the registration statement filed in connection with such registration, the Company shall determine for any reason not to register such securities, the Company may, at its election, give written notice of such determination to the Holders participating in such registration and thereupon the Company shall be relieved of its obligation to register any Registrable Shares in connection with such registration (but not from its obligation to pay expenses incurred in connection with such registration to the extent provided in Section 3.05) and without prejudice to the right of Holder to request that such Registration be effected as a Demand Registration under Section 3.01 above.

(f) No Holder may participate in any underwritten registration pursuant to this Section 3.02 unless such Holder (i) agrees to sell such Holder's Registrable Shares on the basis provided in any underwritten arrangements approved by the Company and (ii) completes and executes all questionnaires, powers of attorney, indemnities, underwriting agreements and other documents required under the terms of such underwriting arrangements.

SECTION 3.03. **Registration Procedures.** (a) In connection with each Registration, and in accordance with the intended method or methods of distribution of the Ordinary Shares as described in such Registration, the Company shall, as soon as reasonably practicable (and, in any event, subject to the terms of this Agreement, at or before the time required by applicable laws and regulations):

(a) prepare and file with the Commission a registration statement on an appropriate form with respect to such Registrable Shares and use its best efforts to cause such registration statement to become and remain effective for the period of the distribution contemplated thereby determined as provided hereafter;

(b) prepare and file with the Commission such amendments and supplements to such registration statement and the prospectus used in connection therewith as may be necessary to comply with the provisions of the Securities Act with respect to the disposition of all Registrable Shares covered by such registration statement;

(c) furnish to each Holder participating in such registration such numbers of copies of the registration statement and the prospectus included therein (including each preliminary prospectus and any amendments or supplements thereto), in conformity with the requirements of the Securities Act, any documents incorporating by reference in such registration statement or prospectus and such other documents and information as it may reasonably request in order to facilitate the sale or disposition of such Registrable Shares;

(d) use its reasonable best efforts to register or qualify the Registrable Shares covered by such registration statement under such other securities or blue sky laws of such jurisdiction within the United States as shall be reasonably appropriate for the distribution of the Registrable Shares covered by the registration statement; provided, however, that the Company shall not be required in connection therewith or as a condition thereto to qualify to do business in or to file a general consent to service of process in any jurisdiction wherein it would not but for the requirements of this paragraph (d) be obligated to do so; and provided, further, that the Company shall not be required to qualify such Registrable Shares in any jurisdiction in which the securities regulatory authority requires that a Holder participating in such registration submit any of its Registrable Shares to the terms, provisions and restrictions of any escrow, lockup or similar agreement(s) for consent to sell Registrable Shares in such jurisdiction unless such Holder agrees to do so;

(e) promptly notify each Holder participating in such registration, (i) when a prospectus or any prospectus supplement or amendment has been filed, and, with respect to a registration statement or any post-effective amendment to a registration statement, when the same has become effective, (ii) of any request by the Commission for amendments or supplements to a registration statement or related prospectus or for additional information or any receipt of Commission comments, (iii) of the issuance by the Commission of any stop order suspending the effectiveness of a registration statement or the initiation of any proceedings for any such purpose, (iv) of the receipt by the Company of any notification with respect to the suspension of the qualification of any of the Registrable Shares for sale in any jurisdiction or the initiation or threat of any proceedings for such purpose, and (v) at any time when a prospectus relating to the Registrable Shares is required to be delivered under the Securities Act, of the happening of any event as a result of which the prospectus included in such registration statement, as then in effect, includes an untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading in light of the circumstances under which they were made, and at the request of any such Holder promptly prepare, and furnish to such Holder a reasonable number of copies of a supplement to or an amendment of such prospectus as may be necessary so that, as thereafter delivered to the purchasers of such securities, such prospectus shall not include an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading in light of the circumstances under which they were made and shall otherwise comply in all material respects with applicable law;

(f) use its reasonable best efforts to furnish, at the request of any Holder requesting registration of Registrable Shares pursuant to Sections 3.01 or 3.02 hereof, if the method of distribution is by means of an underwriting, on the date that the Registrable Shares are, delivered to the underwriters for sale pursuant to such registration, or if such Registrable Shares are not being sold through underwriters, on the date that the registration statement with respect to such Registrable Shares becomes effective, (1) a signed opinion, dated such date, of the independent legal counsel representing the Company for the purpose of such registration, addressed to the underwriters, if any, and if such Registrable Shares are not being sold through underwriters, then to the Holders making such request, as to such matters as such underwriters or the Holders may reasonably request and as would be customary in such a transaction; and (2) letters dated such date and the date the offering is priced from the independent certified public accountants of the Company, addressed to the underwriters, if any, and if such Registrable Shares are not being sold through underwriters, then to the Holders making such request and, if such accountants refuse to deliver such letters to such Holders, then to the Company (i) stating that they are independent certified public accountants within the meaning of the Securities Act and that, in the opinion of such accountants, the financial statements and other financial data of the Company included in the registration statement or the prospectus, or any amendment or supplement thereto, comply as to form in all material respects with the applicable accounting requirements of the Securities Act and (ii) covering such other financial matters with respect to the registration in respect of which such letter is being given as such underwriters or the Holders, as the case may be, may reasonably request and as would be customary in such a transaction;

(g) enter into customary agreements (including if the method of distribution is by means of an underwritten public offering, an underwriting agreement in customary form) and take such other actions as are reasonably required in order to expedite or facilitate the disposition of the Registrable Shares to be so included in the registration statement;

(h) otherwise use its best efforts to comply with all applicable rules and regulations of the Commission, and make available to its security holders, as soon as reasonably practicable, but not later than eighteen (18) months after the effective date of the registration statement, an earnings statement covering the period of at least twelve (12) months beginning with the first full month after the effective date of such registration statement, which earnings statements shall satisfy the provisions of Section 11(a) of the Securities Act; and

(i) use its best efforts to list such securities on each securities exchange on which Ordinary Shares or American Depositary Shares thereof are then listed, if such Registrable Shares are not already listed and if such listing is then permitted under the rules of such exchange.



(b) Each Holder requesting registration shall furnish to the Company in writing such information regarding such Holder and its intended method of distribution of the Registrable Shares as the Company may from time to time reasonably request in writing and as shall be required by law or by the Commission in connection therewith. Such Holder shall notify the Company as promptly as practicable of any inaccuracy or change in information previously furnished by such Holder to the Company or of the occurrence of any event, in either case as a result of which any prospectus relating to the Registrable Shares contains or would contain an untrue statement of a material fact regarding such Holder or its intended method of distribution of such Registrable Shares or omits to state any material fact regarding such Holder or its intended method of distribution of such Registrable Shares required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, and promptly furnish to the Company any additional information required to correct and update any previously furnished information, or required so that such prospectus shall not contain, with respect to such Holder or the intended method of distribution of the Registrable Shares, an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading and shall otherwise comply in all material respects with applicable law.

(c) Each Holder participating in any registration pursuant to Section 3.01 or 3.02 shall enter into customary agreements (including if the method of distribution is by means of an underwritten public offering an underwriting agreement in customary form) and take such other actions as are reasonably required in order to expedite or facilitate the disposition of the Registrable Shares to be so included in the registration statement.

(d) Each Holder participating in any registration pursuant to Section 3.01 or 3.02 shall, upon receipt of notice of the occurrence of any of the events specified in Section 3.03 (c)(ii), (iii), (iv) or (v) hereof forthwith discontinue disposition of such Registrable Shares pursuant to the registration statement covering such Registrable Shares until such Holder's receipt of notice from the Company that the use of the applicable prospectus may be resumed or until such Holder's receipt of copies of an amended or supplemented prospectus.

**SECTION 3.04. Registration Expenses.** (a) In the case of a Registration proposed by the Company pursuant to which the Company is registering Ordinary Shares for its own account, all expenses, excluding underwriters' discounts and commissions and any stamp or transfer tax or duty, but including without limitation all registration, filing and qualification fees, word processing, duplicating, printers and accounting fees (including the expenses of any special audits or "cold comfort" letters required by or incident to such performance and compliance), fees of the Financial Industry Regulatory Authority or listing fees, messenger and delivery expenses, all fees and expenses of complying with state securities or blue sky laws, and fees and disbursements of counsel for the Company incurred in connection with each Registration shall be paid by the Company. In the case of such a Registration, each Holder participating in such Registration shall bear and pay the underwriting commissions and discounts and any stamp or transfer tax or duty and the fees and disbursements of counsel for such Holder applicable to securities offered for its account in connection with such Registration.

(b) In the case of a Demand Registration, each Holder shall bear and pay the underwriting commissions and discounts for an underwritten offering and any stamp or transfer tax or duty and the fees and disbursements of counsel for such Holder applicable to securities offered for its account in connection with such Registration. All other expenses, including without limitation all registration, filing and qualification fees, word processing, duplicating, printers' and accounting fees (including the expenses of any special audits or "cold comfort" letters required by or incident to such performance and compliance), fees of the Financial Industry Regulatory Authority or listing fees, messenger and delivery expenses, all fees and expenses of complying with state securities or blue sky laws and fees and disbursements of counsel for the Company incurred in connection with each registration shall be paid by the Company and each Holder participating in such registration in proportion to the number of securities registered for the account of the Company and each Holder.

**SECTION 3.05. Indemnification: Contribution.** (a) **Indemnification by the Company.** The Company shall, and it hereby agrees to, indemnify and hold harmless, in the case of any registration statement filed pursuant to Section 3.01 or 3.02 registering Registrable Shares of a Holder, such Holder, such Holder's directors and officers, and each person who participates as a placement or sales agent or as an underwriter in any offering or sale of the Registrable Shares, from and against any losses, claims, damages or liabilities to which such Holder or such director or officer or such agent or underwriter may become subject, under the Securities Act or otherwise, insofar as such losses, claims, damages or liabilities (or actions or proceedings in respect thereof) arise out of or are based upon an untrue statement or alleged untrue statement of a material fact contained in any registration statement, or any preliminary or final prospectus contained therein, or any amendment or supplement thereto, or any document incorporated by it reference therein, or arise out of or are based upon the omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading and the Company shall, and it hereby agrees to, reimburse each such Holder or any such director or officer or agent or underwriter for any legal or other expenses reasonably incurred by than in connection with investigating or defending any such action or claim as such expenses are incurred; provided, however, that the Company shall not be liable to any such person in any such case to the extent that any such loss, claim, damage or liability arises out of or is based upon an untrue statement or alleged untrue statement or omission or alleged omission made in such registration statement, or preliminary or final prospectus, or amendment or supplement thereto, or document incorporated by reference therein, in reliance upon and in conformity with written information furnished to the Company by such Holder or such director or officer or any agent, underwriter or representative of such Holder expressly for use therein, or by such Holder's failure to furnish the Company, upon request; with the information with respect to such Holder, such Holder's directors and officers, or any agent, underwriter or representative of such Holder, or such Holder's intended method of distribution, that is the subject of the untrue statement or omission or if the Company shall sustain the burden of proving that such Holder, such Holder's directors and officers, or such agent or underwriter sold securities to the person alleging such loss, claim, damage or liability without sending or giving, at or prior to the written confirmation of such We, a copy of the applicable prospectus (excluding any documents incorporated by reference therein) or of the applicable prospectus, as then amended or supplemented (excluding any documents incorporated by reference therein) if the Company had previously furnished copies thereof to the such Holder or such agent or underwriter, and such prospectus corrected such untrue statement or alleged untrue statement or omission or alleged omission made in such Registration.

(b) **Indemnification by the Holder and Any Agent or Underwriters.** Each Holder requesting or joining in a Registration severally and not jointly shall indemnify and hold harmless the Company, each of its directors and officers, each person, if any, who controls the Company within the meaning of the Securities Act, and each agent and any underwriter for the Company (within the meaning of the Securities Act) against any losses, claims, damages or liabilities, joint or several, to which the Company or any such director, officer, controlling person, agent or underwriter may become subject, under the Securities Act or otherwise, insofar as such losses, claims, damages or liabilities (or actions or proceedings in respect thereof) arise out of or are based upon an untrue statement or alleged untrue statement of any material fact contained in such registration statement, or any preliminary or final prospectus contained therein, or any amendment or supplement thereto, or any document incorporated by reference therein, or arise out of or are based upon the omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading, in each case to the extent, but only to the extent, that such untrue statement or alleged untrue statement or omission or alleged omission was made in any registration statement, preliminary or final prospectus, or amendments or supplements thereto, or documents incorporated by reference therein, in reliance upon and in conformity with written information furnished to the Company by or on behalf of such Holder expressly for use therein; and each such Holder shall reimburse any legal or other expenses reasonably incurred by the Company or any such director, officer, controlling person, agent or underwriter in connection with investigating or defending any such action or claim as such expenses are incurred.

(c) Notice of Claims, Etc. Promptly after receipt by an indemnified party under subsection (a) or (b) above of notice of the commencement of any action, such indemnified party shall, if a claim in respect thereof is to be made against an indemnifying party pursuant to the indemnification provisions of, or as contemplated by, this Section 3.05, notify the indemnifying party in writing of the commencement thereof; but the omission so to notify the indemnifying party shall not relieve it from any liability which it may have to any indemnified party otherwise than pursuant to such provisions. In case any such action or proceeding shall be brought against any indemnified party and it shall notify the indemnifying party of the commencement thereof the indemnifying party shall be entitled to participate therein and to the extent that it shall wish, jointly with any other indemnifying party similarly notified, to assume the defense thereof with counsel reasonably satisfactory to such indemnified party (which shall not, except with the consent of the indemnified party, be counsel to the indemnifying party), and, after notice from the indemnifying party to such indemnified party of its election so to assume the defense thereof the indemnifying party shall not be liable to such indemnified party for any legal or other counsel or any other expenses, in each case subsequently incurred by such indemnified party, in connection with the defense thereof other than reasonable costs of investigation. If the indemnifying party is not entitled to, or elects not to, assume the defense of a claim, it will not be obligated to pay the fees and expenses of more than one counsel (in addition to local counsel) for each indemnified party with respect to such claim. The indemnifying party will not be subject to any liability for any settlement made without its consent, which consent shall not be unreasonably withheld or delayed. No indemnifying party shall, without the written consent of the indemnified party, effect the settlement or compromise of or consent to the entry of any judgment with respect to, any pending or treated action or claim in respect of which indemnification or contribution may be sought unless such settlement, compromise or judgment (i) includes an unconditional release of the indemnified party from all liability arising out of such action or claim and (ii) does not include a statement as to or an admission of fault; culpability or a failure to act, by or behalf of any indemnified party.

(d) Contribution. Each Holder requesting or joining in a Registration and the Company agree that it, for any reason, the indemnification provisions contemplated by Section 3.05(a) or Section 3.05(b) hereof are unavailable to or are insufficient to hold harmless an indemnified party in respect of any losses, claims, damages or liabilities (or actions or proceedings in respect thereof) referred to therein, then each indemnifying party shall contribute to the amount paid or payable by such indemnified party as a result of such losses, claims, damages or liabilities (or actions or proceedings in respect thereof) in such proportion as is appropriate to reflect the relative fault of, and benefits derived by, the indemnifying party and the indemnified party, as well as any other relevant equitable considerations. The relative fault of such indemnifying party and indemnified party shall be determined by reference to, among other things, whether the untrue or alleged untrue statement of a material fact or omission or alleged omission to state a material fact relates to information supplied by such indemnifying party or by such indemnified party, and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission. The parties hereto agree that it would not be just and equitable if contributions pursuant to this Section 3.05(d) were determined by pro rata allocation (even if the Holder or any agents for, or underwriters of the Registrable Shares, or all of them, were treated as one entity for such purposes); or by any other method of allocation which does not take account of the equitable considerations referred to in this Section 3.05(d). The amount paid or payable by an indemnified party as a result of the losses, claims, damages or liabilities (or actions or proceedings in respect thereof) referred to above shall be deemed to include (subject to the limitations set forth in Section 3.05(c) hereof) any legal or other expenses reasonably incurred by such indemnified party in connection with investigating or defending any such action or claim. No person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. Notwithstanding the foregoing, an indemnifying party shall not be required to contribute under this Section 3.05(d) except under such circumstances as such indemnifying party would have been liable pursuant to Section 3.05(a) or (b) had such indemnification been enforceable under applicable law.

(e) **Beneficiaries of Indemnification.** The obligations of the Company under this Section 3.05 shall be in addition to any liability that it may otherwise have and shall extend, upon the same terms and conditions, to each officer, director and partner of each Holder requesting or joining in a Registration and each agent and underwriter of the Registrable Shares and each person, if any, who controls such Holder or any such agent or underwriter within the meaning of the Securities Act; and the obligations of such Holder and any agents or underwriters contemplated by this Section 3.05 shall be in addition to any liability that such Holder or its respective agent or underwriter may otherwise have and shall extend, upon the same terms and conditions, to each officer and director of the Company (including any person who, with his consent, is named in any registration statement as about to become a director of the Company) and to each person, if any, who controls the Company within the meaning of the Securities Act.

SECTION 3.06. **Underwriters.** If any of the Registrable Shares are to be sold pursuant to an underwritten offering, the investment banker or bankers and the managing underwriter or underwriters thereof shall be selected by the Company except in the case of a Demand Registration, in which case the managing underwriter or underwriters shall be selected by the Holder requesting such Registration after consultation with the Company and any other Holder who elects to participate in the registration (if known at the time of such selection) and taking into account the Company's and such other Holder's reasonable requests, provided that such managing underwriter or underwriters must be of recognized international standing.

SECTION 3.07. **Lockups.** (a) Each Holder shall, in connection with any registration of the Company's securities pursuant to Section 3.01 or 3.02, upon the request of the Company or the underwriters managing any underwritten offering of the Company's securities, agree in writing not to effect any sale, disposition or distribution of any Registrable Shares (other than that included in the registration) without the prior written consent of the Company or the representatives of such underwriters, as the case may be, for such period of time not to exceed 180 days from the effective date of such registration as the Company or the underwriters may specify.

(b) The Company shall, if so required by the managing underwriters in connection with an underwritten offering of Registrable Shares pursuant to Section 3.01 or 3.02, agree in writing not to effect any sale, disposition or distribution of any Ordinary Shares or securities convertible into or exchangeable or exercisable for Ordinary Shares (other than that included in the registration) without the prior written consent of the representatives of such underwriters for such period of time not to exceed 180 days from the effective date of such registration as the underwriter may specify, except in connection with a stock option plan, stock purchase plan, savings or similar plan, or an acquisition, merger or exchange offer.

SECTION 3.08. **Over-allotment Options.** It is understood that in any underwritten offering of Registrable Shares in addition to the shares (the "initial shares") the underwriters have committed to purchase, the underwriting agreement may grant the underwriters an option to purchase a number of additional shares (the "option shares") equal to up to 15% of the initial shares (or such other maximum amount as the Financial Industry Regulatory Authority may then permit), solely to cover over-allotments, if any. In the absence of agreement to the contrary, the number of initial shares and option shares to be sold by the Company and the Holders participating in such offering shall be allocated pro rata among such persons on the basis of the relative number of Registrable Shares each person has requested to be included in such registration.

SECTION 3.09. **Preparation: Reasonable Investigation.** In connection with the preparation and filing of each registration statement registering Registrable Shares under the Securities Act, the Company will give the Holders participating in such registration and its underwriters, if any, and its counsel and accountants, the opportunity to participate in the preparation of such registration statement, each prospectus included therein are filed with the Commission, and each amendment thereof or supplement thereto, and will give it such access to its books and records and such opportunities to discuss the business of the Company with its of cars and the independent public accountants who have issued a report on its financial statements as shall be necessary, in the opinion of such Holders and such underwriters or their respective counsel to conduct a reasonable investigation within the meaning of the Securities Act.

**ARTICLE IV**  
**MISCELLANEOUS**

SECTION 4.01. **Terms of Agreement: Termination.** The term of this Agreement shall terminate with respect to a Holder on the earlier of: (i) five (5) years from the Effective Date; and (ii) when the Registrable Shares held by such Holder can be sold in the United States public market pursuant to an exemption from the registration requirements of the Securities Act and without regard to holding period, volume or manner-of-sale limitations.

SECTION 4.02. **Effective Date.** This Agreement shall become effective subject to and only after the fulfillment of each of the following conditions (the date on which this Agreement shall become effective, the "Effective Date"):

- (a) A resolution at a general meeting of the shareholders of the Company to approve and adopt this Agreement shall have been dully passed; and
- (b) The consummation of the transactions contemplated by the Share Purchase Agreement shall have been occurred.

SECTION 4.03. **Specific Performance and Other Equitable Rights.** Each of the parties hereto recognizes and acknowledges that a breach by a party or by any assignee thereof of any covenants or other commitments contained in this Agreement will cause the other party to sustain injury for which it would not have an adequate remedy at law for money damages. Therefore, each of the parties hereto agrees that in the event of any such breach, the aggrieved party shall be entitled to the remedy of specific performance of such covenants or commitments and preliminary and permanent injunctive and other equitable relief in addition to any other remedy to which it may be entitled, at law or in equity, and the parties hereto hereby waive any requirement for the securing or posting of any bond in connection with the obtaining of any such injunctive or other equitable relief.

SECTION 4.04. **Notices.** All notices, requests, demands and other communications hereunder shall be deemed to have been duly given and made if in writing and if served by personal delivery upon the party for whom it is intended or delivered by registered or certified mail, return receipt requested, or if sent by telecopier, upon receipt of oral confirmation that such transmission has been received, to the person at the address set forth below, or such other address as may be designated in writing hereafter, in the same manner, by such person:

(a) If to the Company, addressed as follows:

Partner Communications Company Ltd.  
8 Amal Street  
Afeq Industrial Park  
Rosh-Ha'ayin 48103  
Israel

Attention: Roly Klinger  
Telecopier: 054-7814193

with copies to:

Shearman & Sterling

Broadgate West  
9 Appold Street  
London EC2A 2AP England

Attention: Richard Price  
George Karafotias  
Telecopier: 44-207 655 5500

(b) If to the Shareholder, addressed as follows:

S.B. Israel Telecom Ltd.

Attention: Adam Chesnoff  
c/o Saban Capital Group  
10100 Santa Monica Blvd, Suite 2600, Los Angeles, CA 90067

or to such other address as the relevant party may from time to time advise by notice in writing given pursuant to this Section 4.04. The date of receipt of any such notice, request, consent, agreement or approval shall be deemed to be the date of delivery thereof.

SECTION 4.05. **Survival.** The several indemnities, agreements, representations, warranties and each other provision set forth in this Agreement or made pursuant hereto shall remain in full force and effect regardless of any investigation (or statement as to the results thereof) made by or on behalf of any party, any director or officer of such party, or any controlling person of any of the foregoing, and shall survive the transfer of any Registrable Shares by the Shareholder, and the indemnification and contribution provisions set forth in Section 3.05 hereof shall survive termination of this Agreement.

SECTION 4.06. **Severability.** If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any law or public policy, all other terms and provisions of this Agreement shall nevertheless remain in full force and effect so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in an acceptable manner in order that the transactions contemplated hereby are consummated as originally contemplated to the greatest extent possible.

SECTION 4.07. **Transfer of Registration Rights.** The registration rights of the Shareholder in this Agreement with respect to any Registrable Shares may be transferred to any person acquiring all of the Registrable Shares held by the Holder or a part of the Registrable Shares held by a Holder comprising at least 4.99% of the outstanding Ordinary Shares and the transferee acquires the right to nominate a representative to the board of directors of the Company at the time the transferee acquires such shares; provided, however, that the Company may deny the transfer of such registration rights in any such case if (i) such transfer relates to a sale or other transfer of all of the Registrable Shares to a person who is a competitor of the Company or its subsidiaries in the industry or (ii) any conditions in the last sentence of this Section 4.07 are not met. Each such transfer is contingent on the Shareholder or the transferring person satisfying the following: (i) the Shareholder or transferring person shall have given the Company written notice at or prior to the time of such transfer stating the name and address of the transferee and identifying the securities with respect to which the rights under this Agreement are being transferred; (ii) such transferee shall have agreed in writing, in form and substance reasonably satisfactory to the Company, to be bound by the provisions of this Agreement; and (iii) immediately following such transfer the further disposition of such securities by each transferee shall be restricted under the Securities Act.

SECTION 4.08. **Successors and Assigns.** Except as otherwise expressly provided herein, the terms and conditions of this Agreement shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto. Except as expressly provided in this Agreement, nothing in this Agreement, express or implied, is intended to confer upon any person other than the parties hereto or their respective successors and assigns any rights, remedies, obligations, or liabilities under or by reason of this Agreement.

SECTION 4.09. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 4.10. **Entire Agreement; Amendments.** This Agreement and the other writings referred to herein or delivered pursuant hereto which fore a part hereof contain the entire understanding of the parties with respect to its subject matter. This Agreement supersedes all prior agreements and understanding among the parties with respect to its subject matter. This Agreement may be amended and the observance of any term of this Agreement may be waived (either generally or in a particular instance and either retroactively or prospectively) only by a written instrument duly executed by each of the parties, which shall be binding on all of the parties

SECTION 4.11. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

**PARTNER COMMUNICATIONS COMPANY LTD.**

By: \_\_\_\_\_  
Name:  
Title:

**S.B. ISRAEL TELECOM LTD.**

By: \_\_\_\_\_  
Name:  
Title:





CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Forms S-8 (Nos. 333-110652, 333-137102 and 333-153419) of Partner Communications Company Ltd., of our report dated March 9, 2014, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

Tel-Aviv, Israel  
March 9, 2014

/s/  
Kesselman & Kesselman  
Certified Public Accountants (Isr.)  
A member firm of PricewaterhouseCoopers International Limited



March 9, 2014

Partner Communications Company Ltd.  
8 Amal Street  
Afeq Industrial Park  
Rosh-Ha'ayin 48103  
Israel

Dear Sirs:

On behalf of Giza Singer Even, 7 Jabotinsky St. Ramat-Gan (the "Consultant"), I hereby confirm that the Consultant has reviewed the information set forth in the Annual Report on Form 20-F for the year ended December 31, 2013 (the "Form 20-F"), for Partner Communications Company Ltd. under Item 5A.1d "Acquisition of 012 Smile", and in Note 4 and Note 13 to the consolidated financial statements included in the Form 20-F, with respect to testing for impairment of assets and the results thereof.

The Consultant hereby confirms the information referred to above and consents to being named in the Form 20-F as an "expert".

By: \_\_\_\_\_/S/\_\_\_\_\_  
Giza Singer Even LTD.

Name: Alex Shechter  
Title: Partner

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I, Haim Romano, certify that:

- (1) I have reviewed this annual report on Form 20-F of Partner Communications Company Ltd.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- (4) The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
- (5) The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 10, 2014

By: /s/ Haim Romano

\_\_\_\_\_  
Haim Romano  
Chief Executive Officer

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I, Ziv Leitman, certify that:

- (1) I have reviewed this annual report on Form 20-F of Partner Communications Company Ltd.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- (4) The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
- (5) The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 10, 2014

By: /s/ Ziv Leitman

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Ziv Leitman  
Chief Financial Officer

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CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Partner Communications Company Ltd. (the "Company") on Form 20-F for the period ending December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 10, 2014

By: /s/ Haim Romano

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Name: Haim Romano  
Title: Chief Executive Officer

Date: March 10, 2014

By: /s/ Ziv Leitman

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Name: Ziv Leitman  
Title: Chief Financial Officer