

Partner Communications Company Ltd.



Company Presentation

Q3 2013 Results



Safe Harbor Statement

- This presentation 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 press release regarding our future performance, plans to increase revenues or margins or preserve or expand market share in existing or new markets, reduce 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 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 we face, see "Item 3D. Key Information - Risk Factors", "Item 4. - Information on the Company", "Item 5. - Operating and Financial Review and Prospects", "Item 8A. - Consolidated Financial Statements and Other Financial Information - Legal and Administrative Proceedings" and "Item 11. - Quantitative and Qualitative Disclosures about Market Risk" in the Company's 2012 Annual Report (20-F) filed with the SEC on March 19, 2013. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this press release 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.

Agenda



1. Partner Highlights



2. The Israeli Telecommunications Market



3. Financial and Operational Performance



4. Partner's Strategic Direction

1. Partner Highlights



At a Glance

**Strong
brand** and
market
presence

A leading
communications
group operating
under the “**orange**”
and 012 Smile
brands

29%
estimated
cellular
market share

Strong
subscriber
base

Evolving into
a diversified
Multi-Service
Communications
and Media group

High Speed
Network,
LTE Ready

Q3 2013 Financial and Operational Highlights

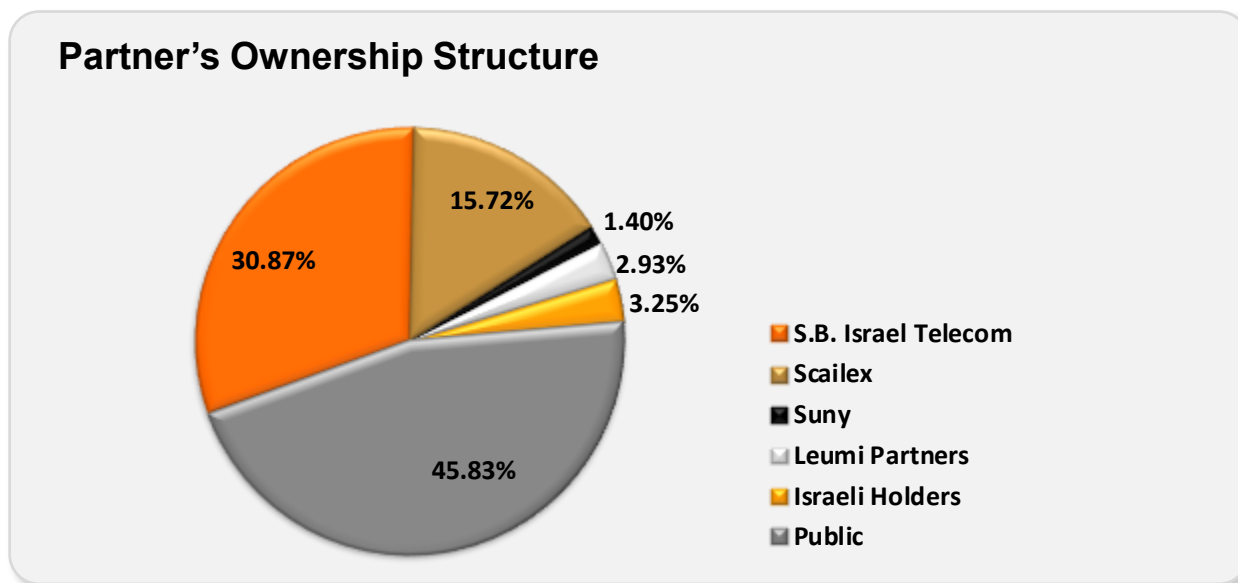
- **Revenues** of NIS 1,118 million (\$ 316 million)
 - **Service Revenues** of NIS 951 million (\$ 269 million)
 - **Equipment Revenues** of NIS 167 million (\$ 47 million)
- **Adjusted EBITDA*** of NIS 284 million (\$ 80 million), 25% of total revenues
- **Net profit** of NIS 38 million (\$ 11 million)
- **Free Cash Flow (before interest):** NIS 273 million (US\$ 77 million)
- **Cellular ARPU:** NIS 84 (\$ 24)
- **Cellular Churn:** 8.8%

* Adjusted EBITDA 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.

Please refer to the section "Use of Non-GAAP Financial Measures" in the Company's quarterly press release.

Ownership Structure

- S.B. Israel Telecom Ltd. is an affiliate of Saban Capital Group, Inc. ("SCG"). SCG is a leading private investment firm based in Los Angeles specializing in the media, entertainment, and communication industries.
- SCG was established by Mr. Haim Saban, co-founder of Fox Family Worldwide, a global television broadcasting, production, distribution and merchandising company owned in partnership with Rupert Murdoch and The News Corporation following its sale to The Walt Disney Company in October 2001. The firm currently makes both controlling and minority investments in public and private companies and takes an active role in its portfolio companies.



As of October 31, 2013

2. The Israeli Telecommunications Market



Main Regulatory Issues*

Increased competition - two new operators and four MVNOs

Fixed line interconnection rate to be reduced to 0.01 shekel per min. from Dec 2013

Financial sanctions on licensees that violate their license conditions

MOC published the policy on fixed line wholesale market

Reduction in cellular royalty rate to the Government for 2012 - 1.3%, 2013 - 0%

IEC fiber optic project - an agreement was signed with ViaEuropa for the set-up of a FTTH infrastructure company

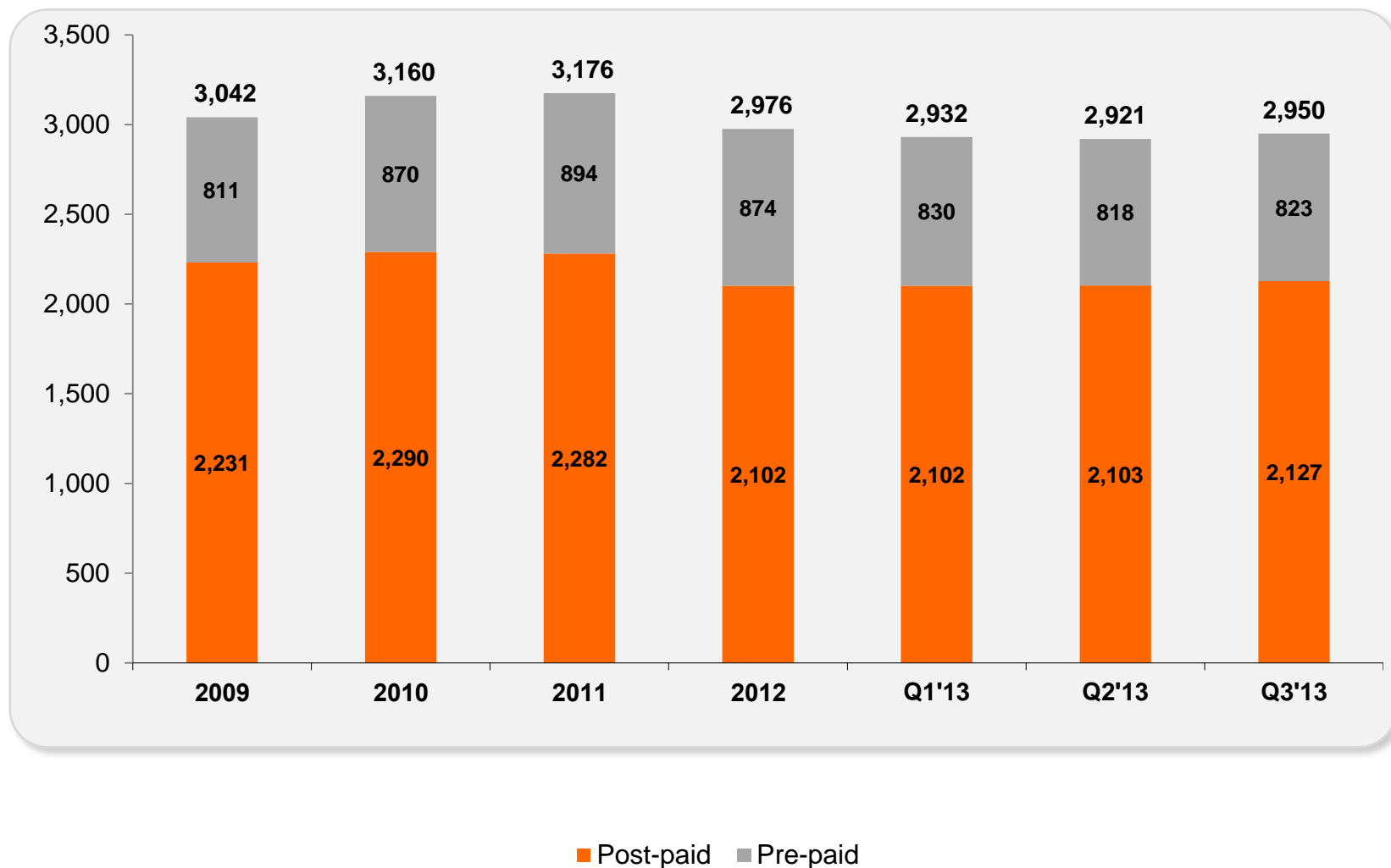
3. Financial and Operational Performance



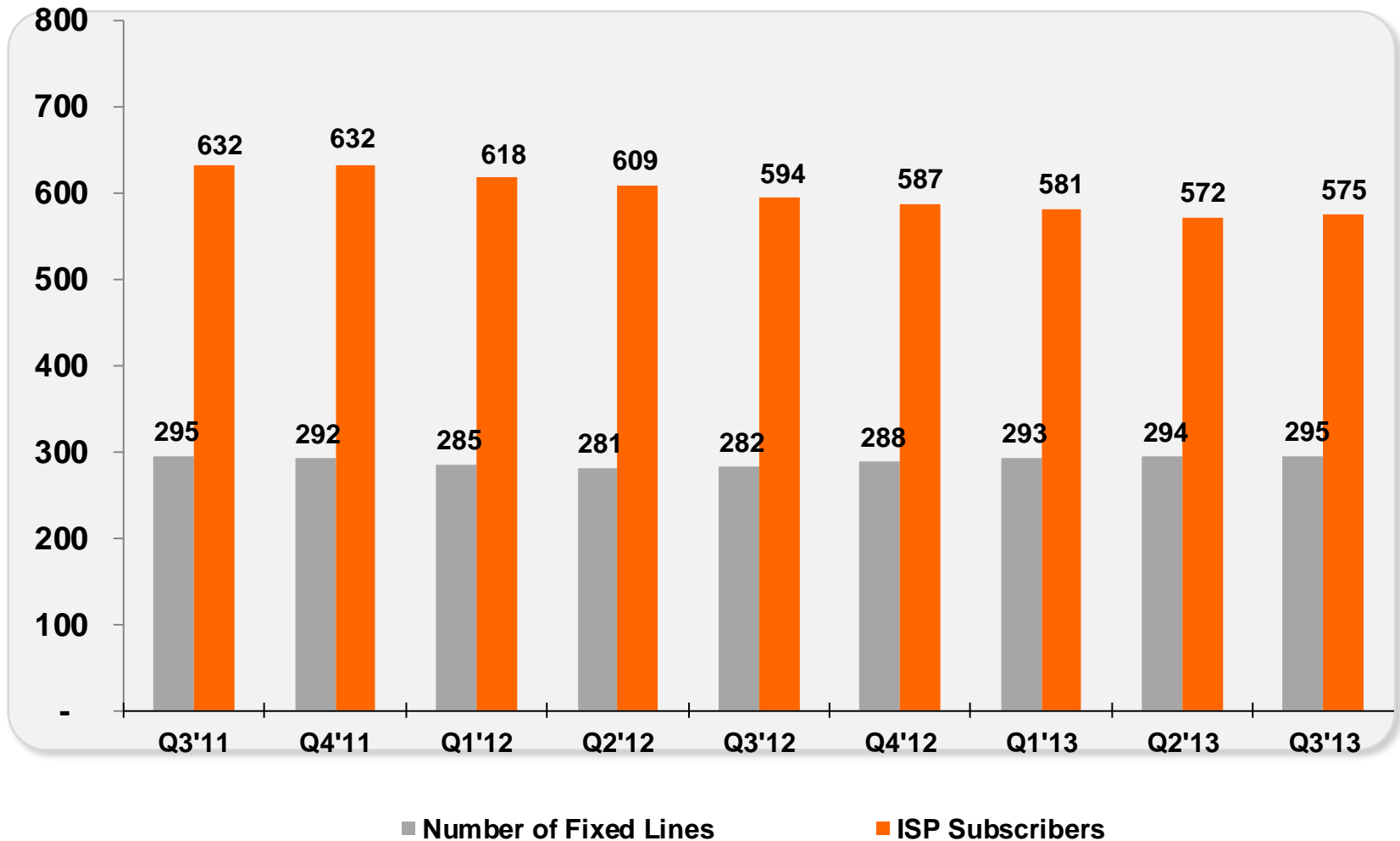
Q3 2013 Financial Highlights

<i>in NIS millions</i>	Q3 2012	Q4 2012	Q1 2013	Q2 2013	Q3 2013
Revenues	1,315	1,258	1,144	1,130	1,118
Cost of Revenues	934	969	901	878	861
Gross Profit	381	289	243	252	257
SG&A	192	160	171	171	167
Other income	28	26	23	21	19
Operating Profit	217	155	95	102	109
Financial Costs, net	68	38	49	71	53
Income Taxes	39	15	15	11	18
Profit for the Period	110	102	31	20	38
Adjusted EBITDA*	401	340	268	280	284

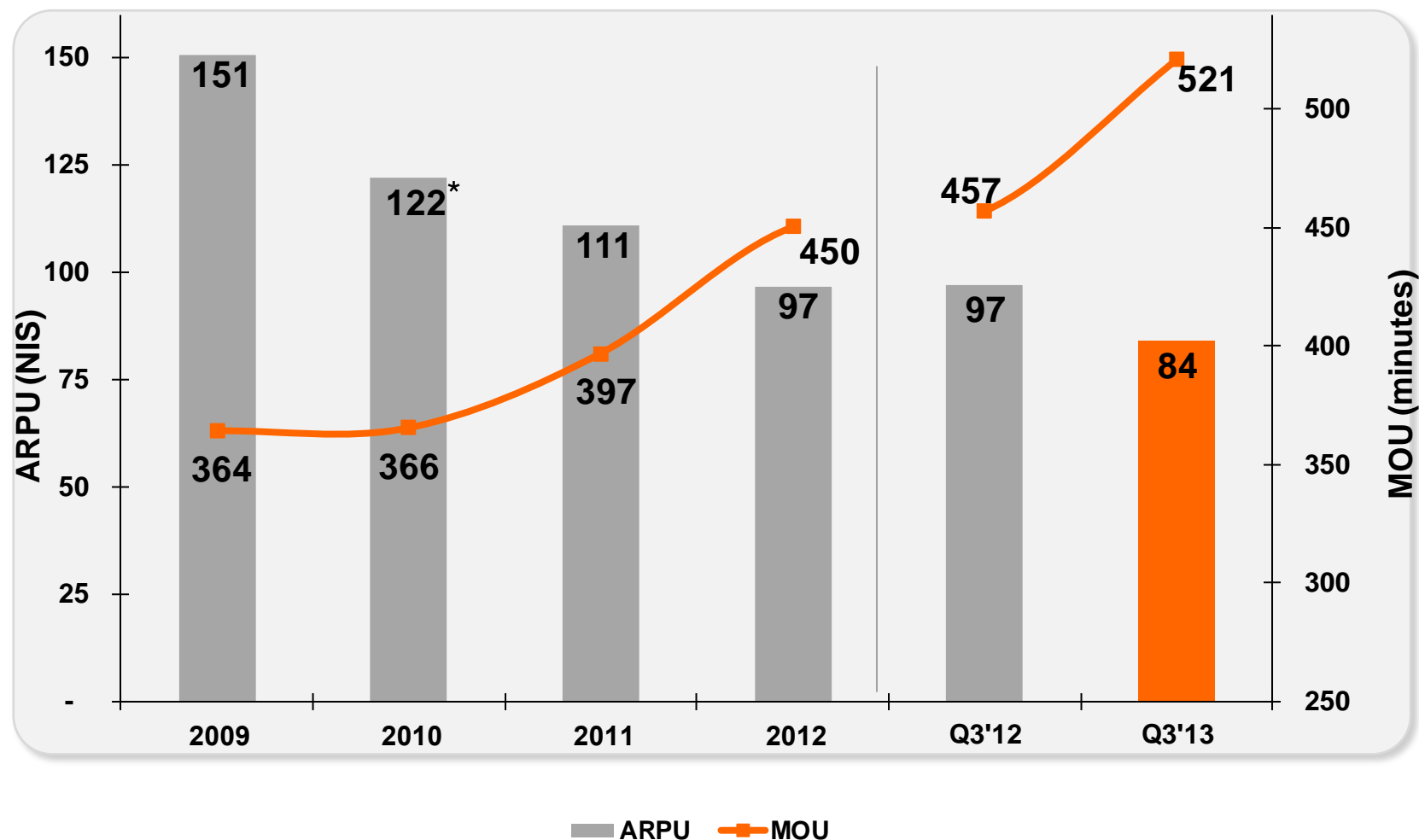
Cellular Subscribers (In thousands)



Fixed Line Subscribers (In thousands)



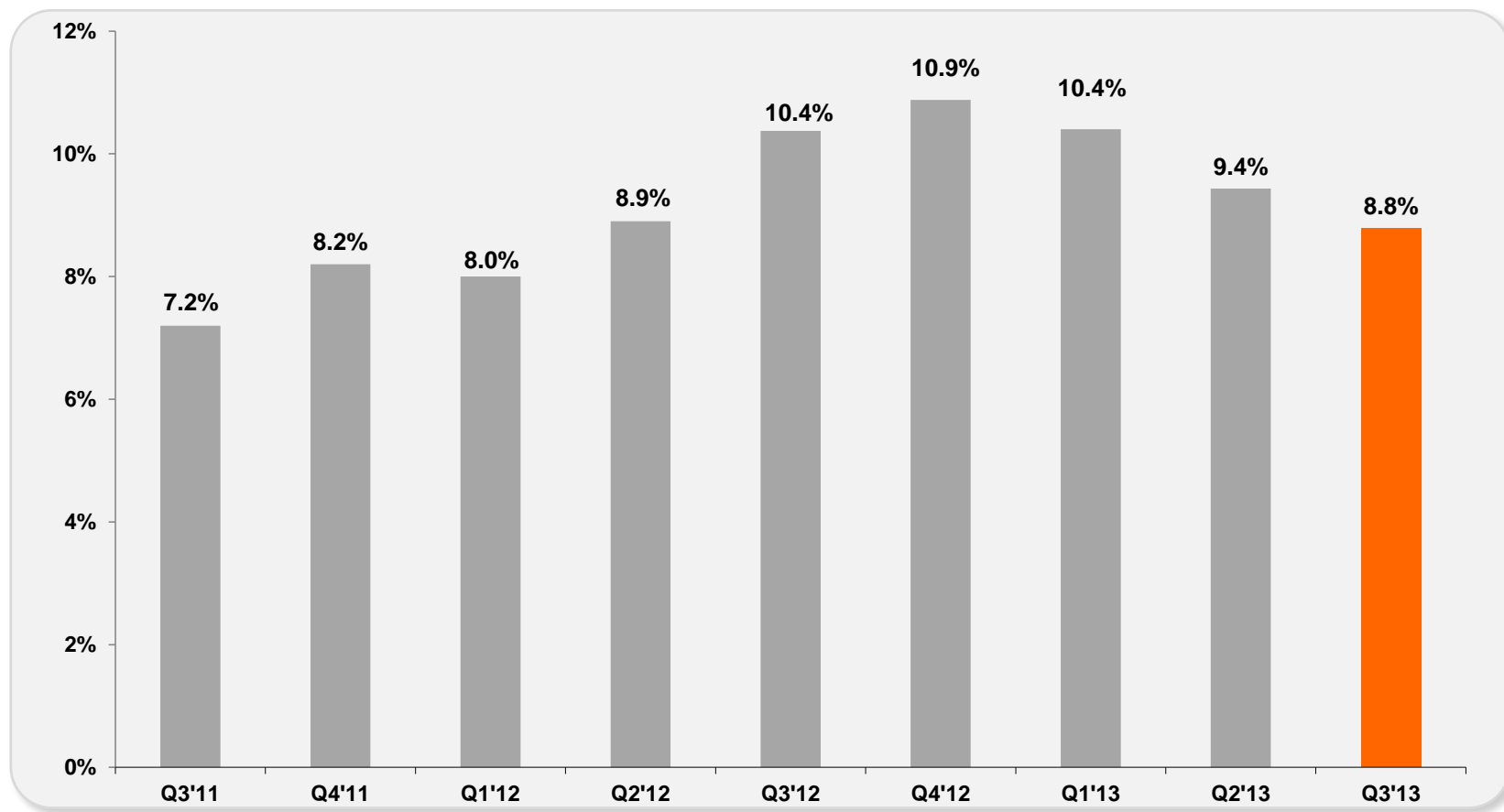
Cellular ARPU and MOU



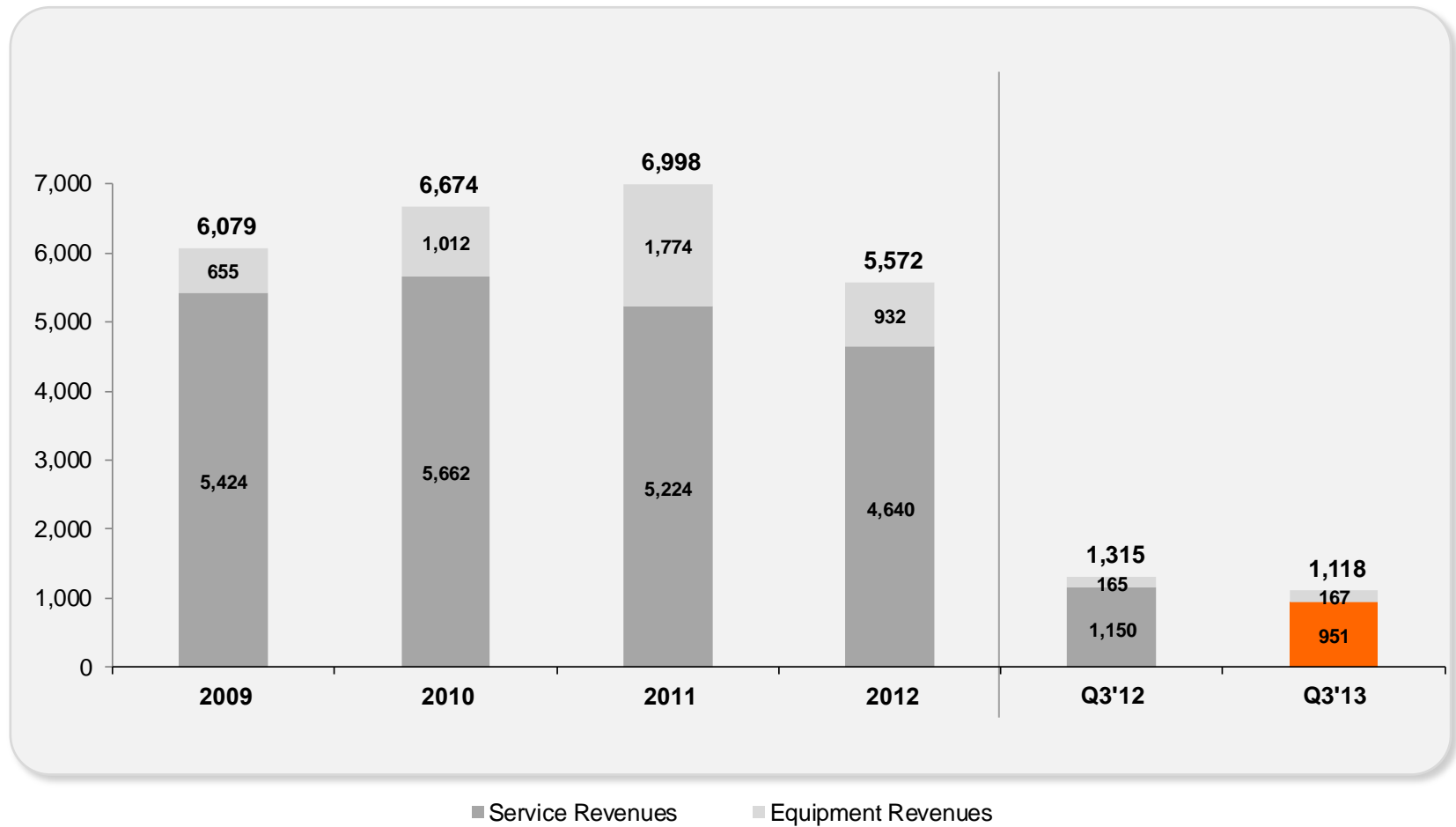
* The ARPU for 2010 has been restated under the interconnect tariff of 2011, for purposes of comparison.

MOU- the Company believes that reporting MOU is no longer beneficial to understanding the results of operation, and therefore the Company is considering ending reporting MOU at the end of 2013.

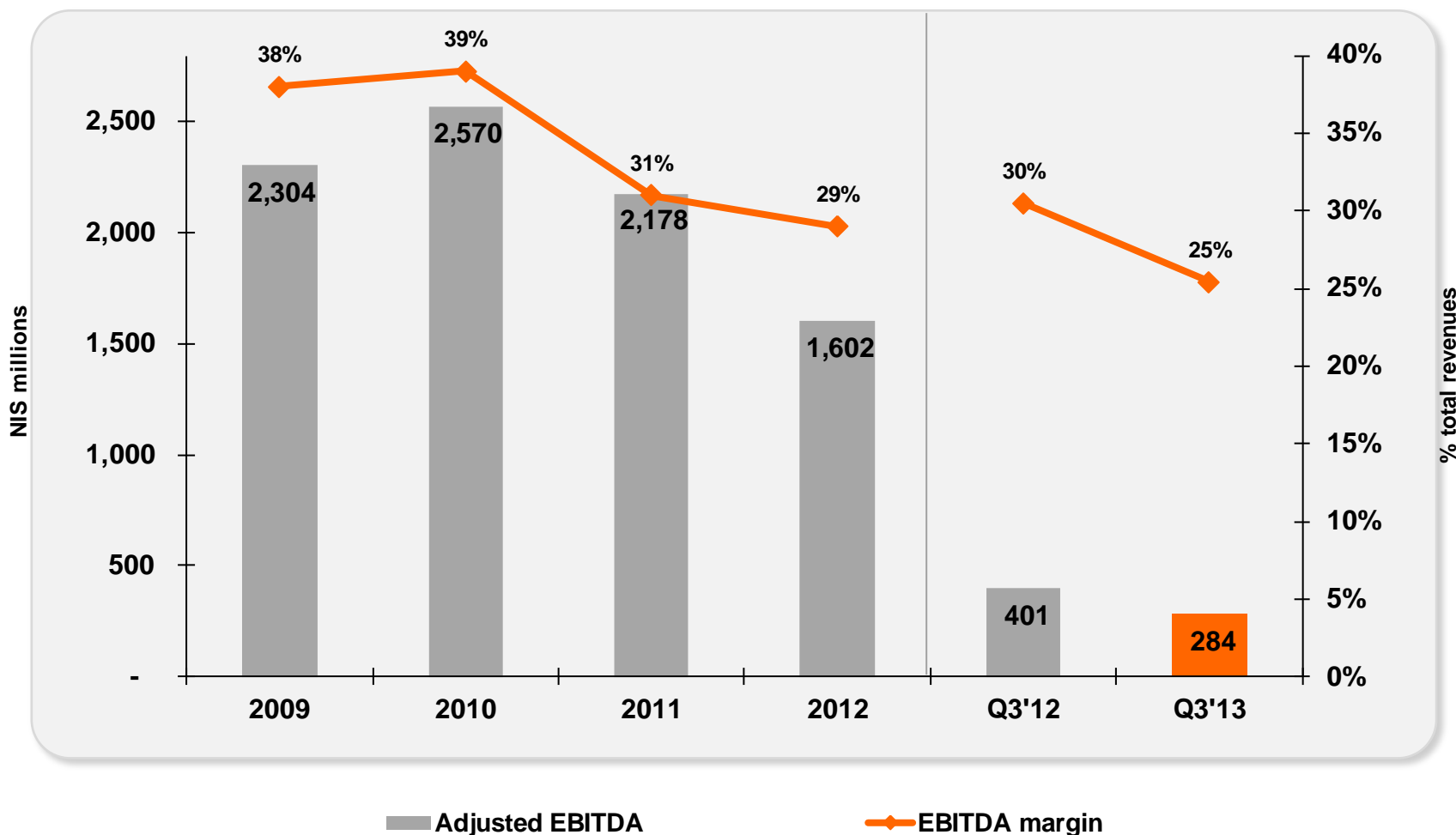
Quarterly Cellular Churn Rate



Total Revenues (In million NIS)

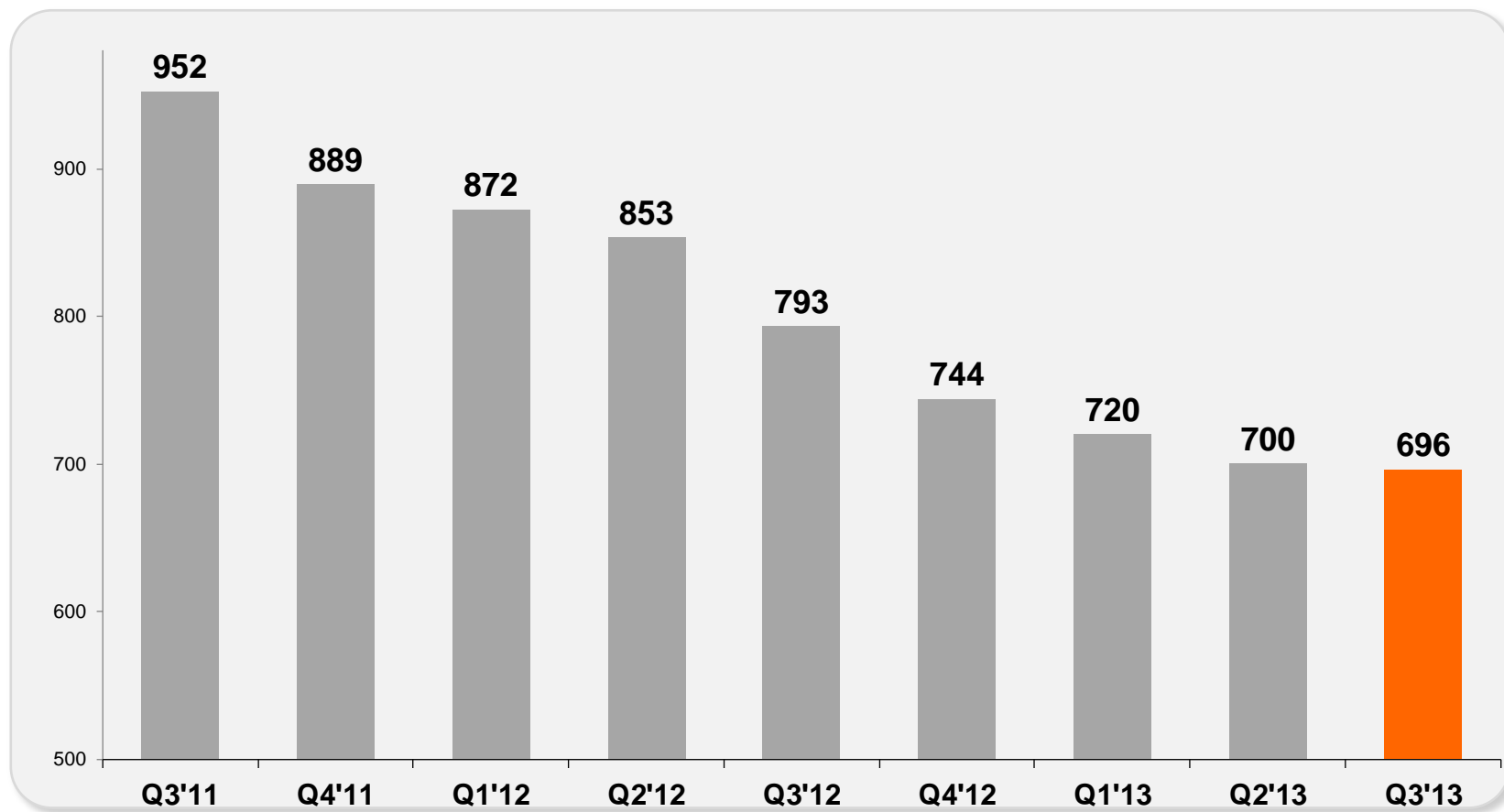


Adjusted EBITDA* (In million NIS)

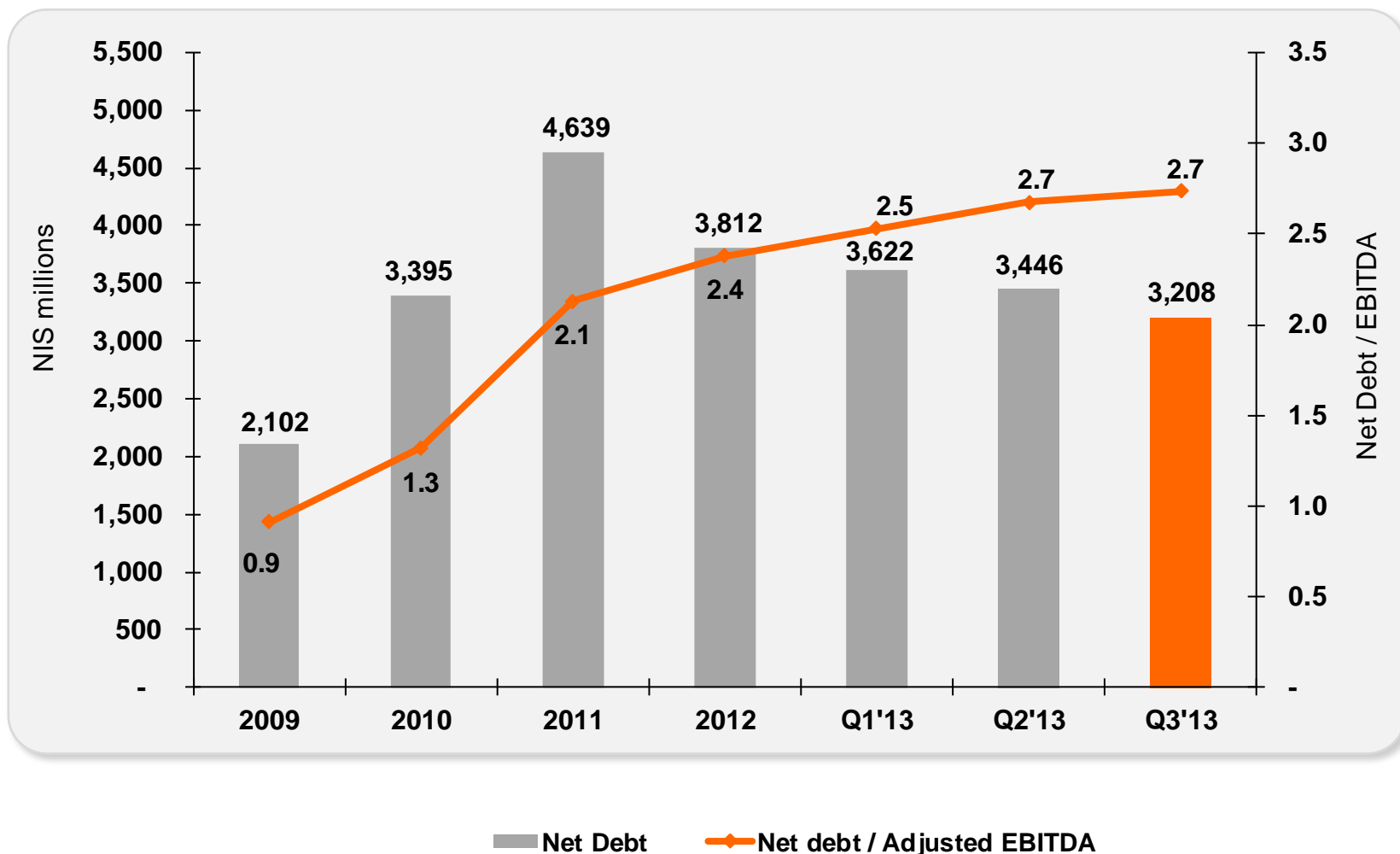


* Adjusted EBITDA represents earnings before interest (finance costs, net), taxes, depreciation, amortization (including amortization of intangible assets, deferred expenses-right of use, and share based compensation expenses) and impairment charges, as a measure of operating profit. Please refer to the section "Use of Non-GAAP Financial Measures" in the Company's quarterly press release. Results include 012 Smile from March 2011

OPEX (In million NIS)



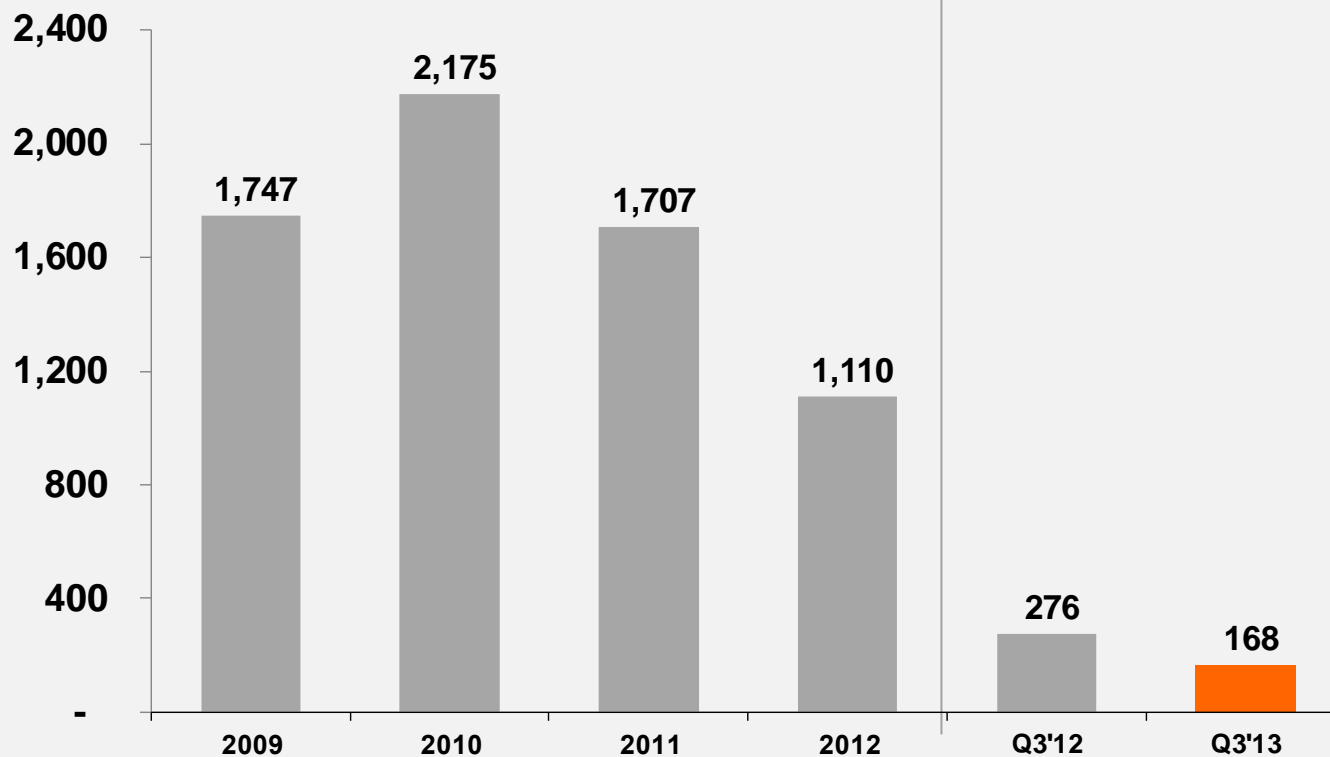
Net Debt / Adjusted EBITDA*



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Net Debt at the end of the period, Adjusted EBITDA for the last four quarters

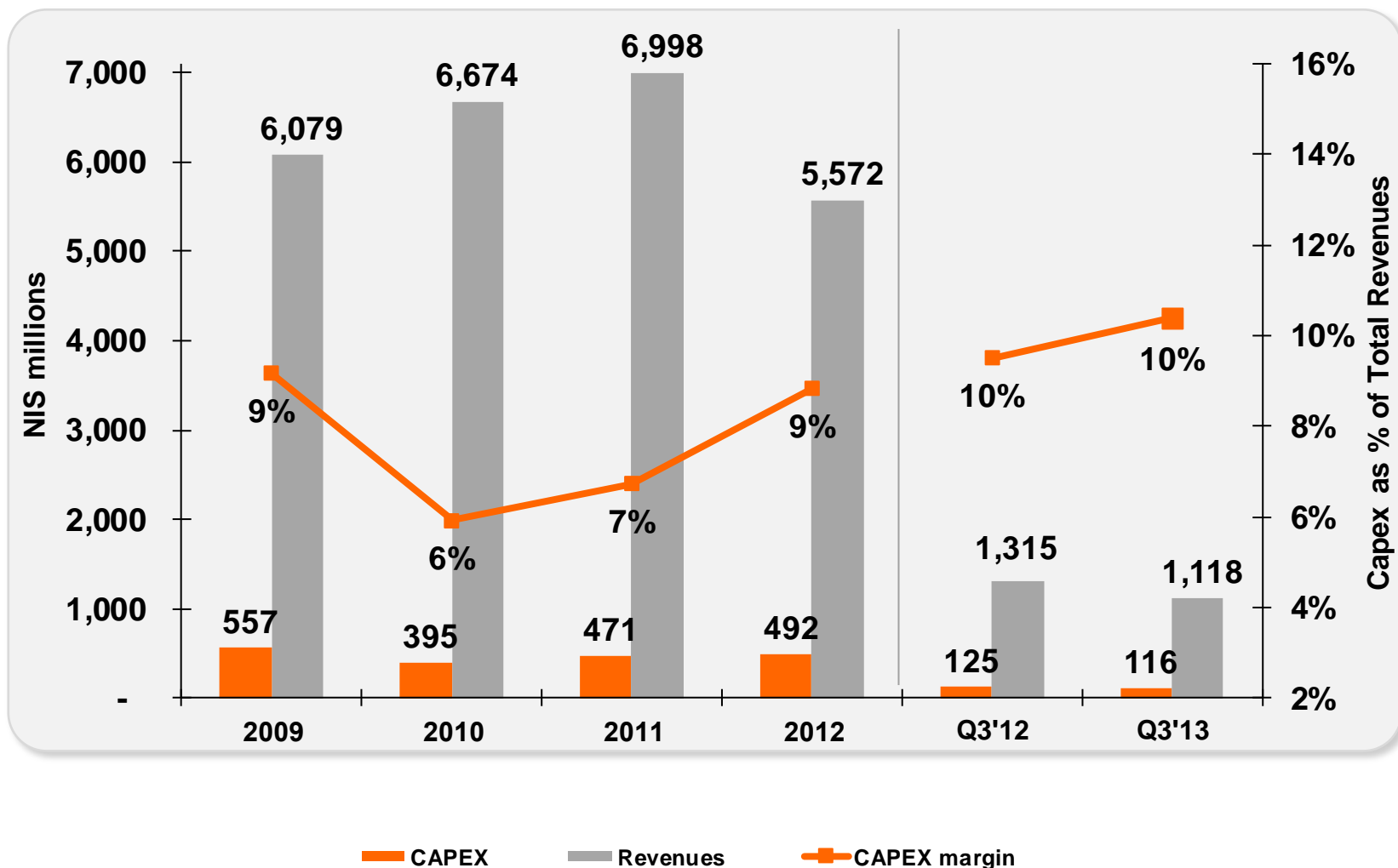
Adjusted EBITDA - CAPEX* (In million NIS)



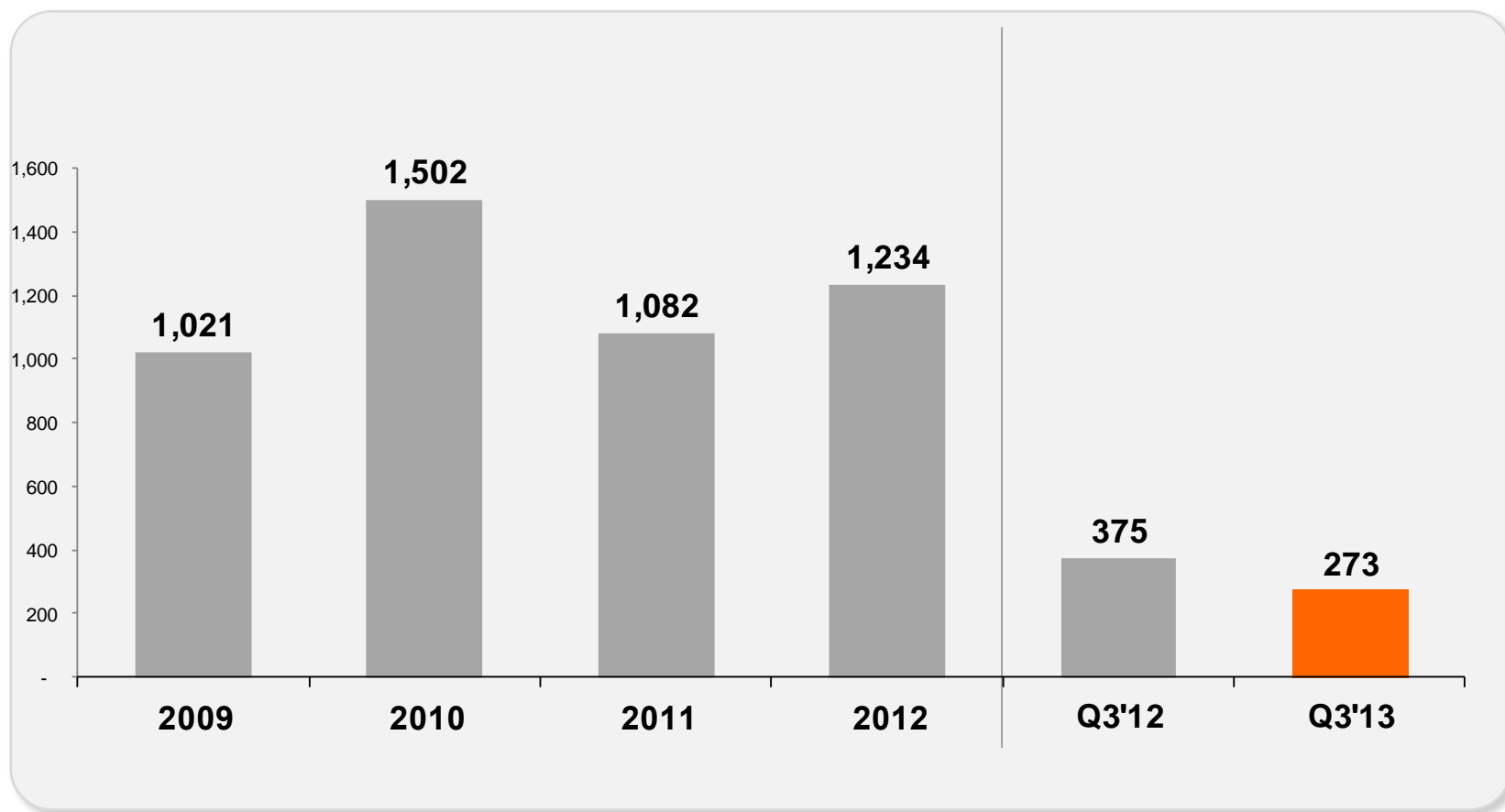
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Cash capital expenditures in fixed assets including intangible assets but excluding capitalized subscriber acquisition and retention costs, net.

CAPEX* / Revenues

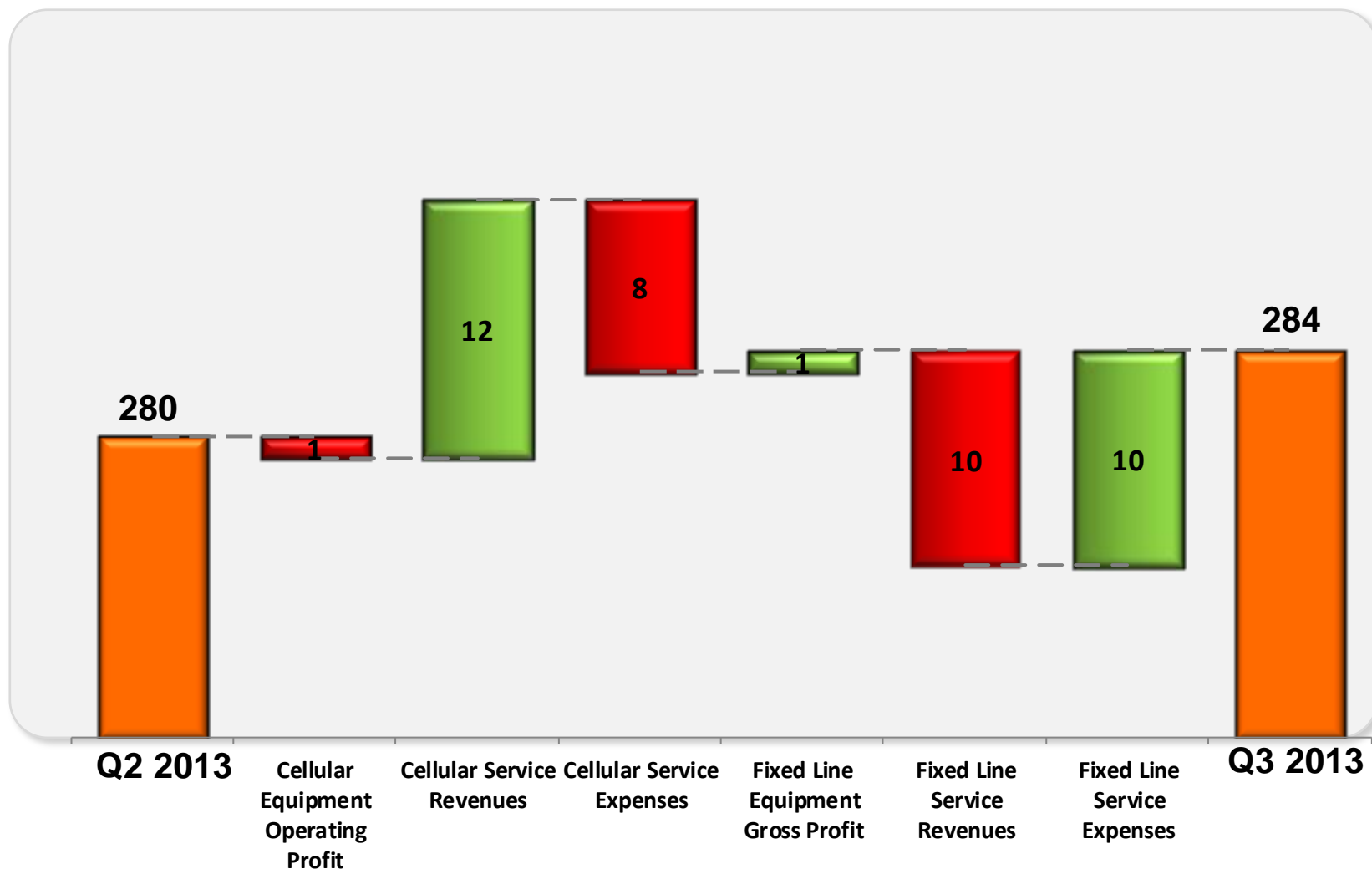


Free Cash Flow* (In million NIS)



Adjusted EBITDA Evolution Q2'13-Q3'13

(In million NIS)

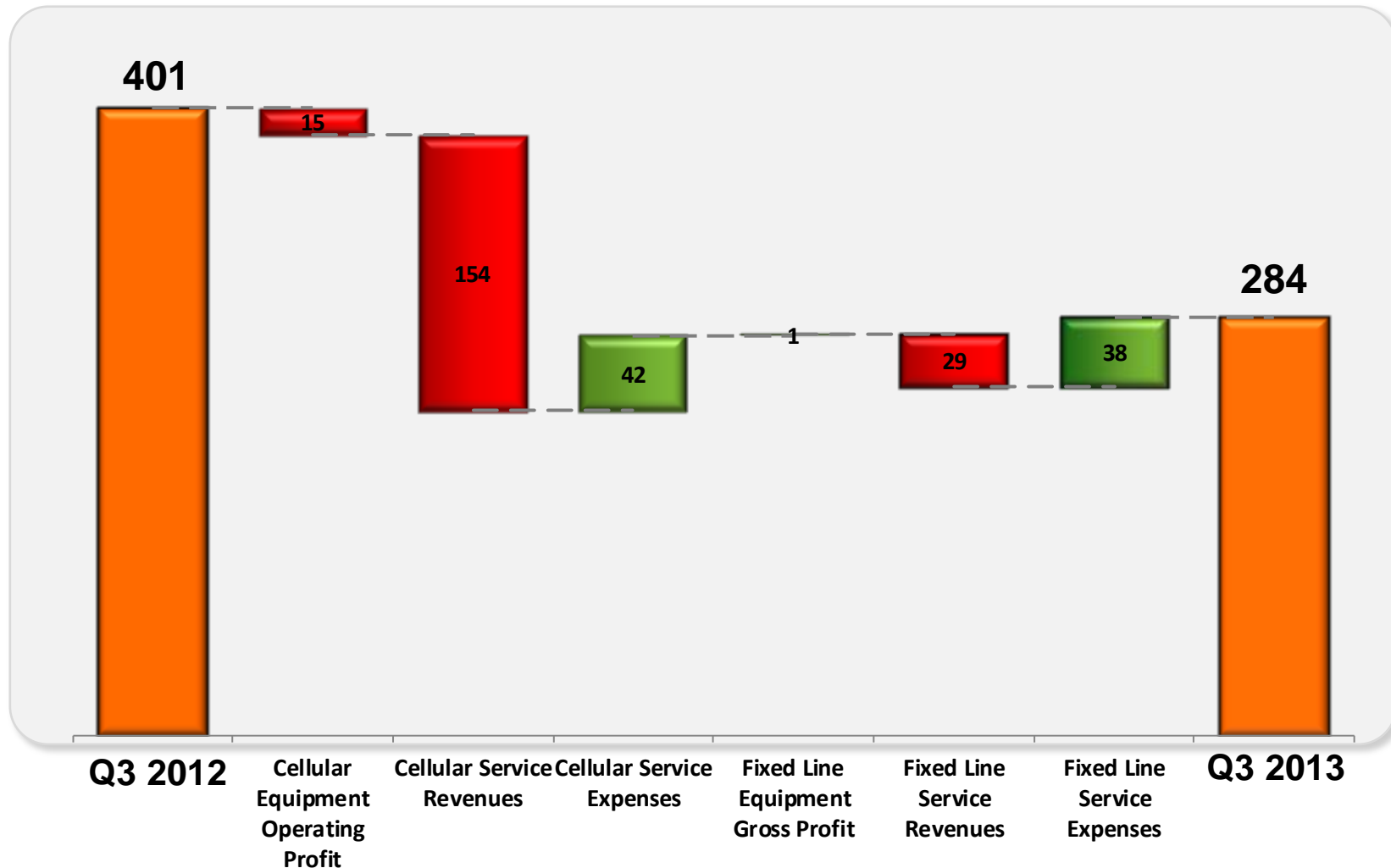


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The analysis presented includes intersegment revenues and expenses.

Adjusted EBITDA Evolution Q3'12-Q3'13

(In million NIS)



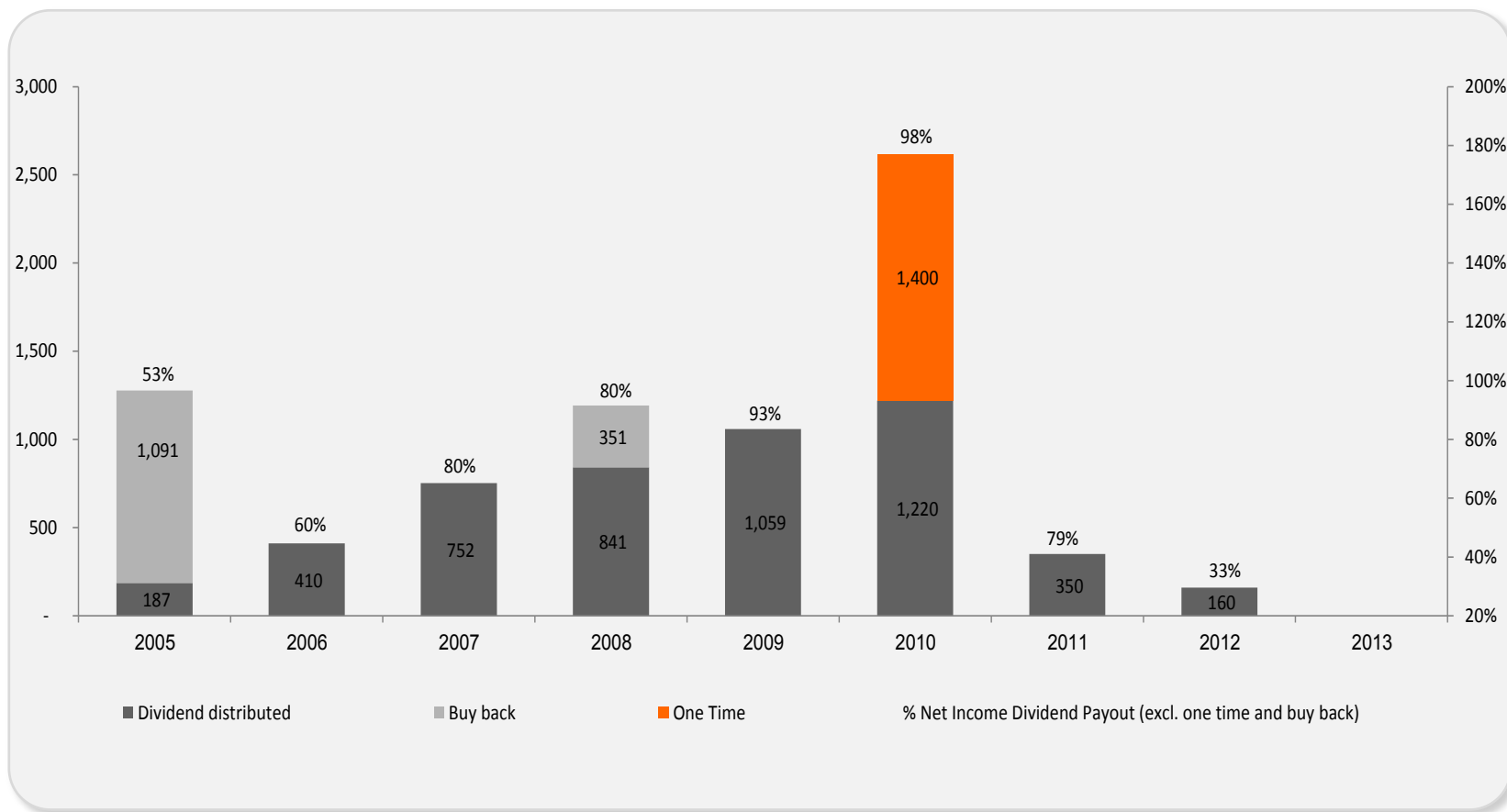
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The analysis presented includes intersegment revenues and expenses.

Balance Sheet, September 30, 2013 (In million NIS)

Assets		Liabilities and Equity	
Cash and cash equivalents	779	Current maturities of Notes payables and loans	334
Trade receivables and other	1,251	Trade payables	743
Inventories	84	Other current liabilities	294
Total Current Assets	2,114	Total Current Liabilities	1,371
Trade receivables and other	447	Long term borrowings	3,653
Property and equipment	1,811	Other liabilities	91
Goodwill	407	Total Long-term Liabilities	3,744
Intangible assets	1,171	Equity	835
Total Long-term Assets	3,836	Total Liabilities and Equity	5,950
Total Assets	5,950		

Dividend Distribution (In million NIS)



4. Partner's Strategic Direction



Network Sharing Arrangement With Hot Mobile

- 15-year agreement, scope and terms subject to approval by Israeli authorities, including the Antitrust Authority
- 50%-50% joint venture to operate and develop a shared radio access network

- Hot Mobile to pay Partner one-time amount by 2017
- from 2017, capital expenditure (CAPEX) requirements to be shared equally
- operating costs (OPEX) to be shared, 50% equally and 50% based on traffic



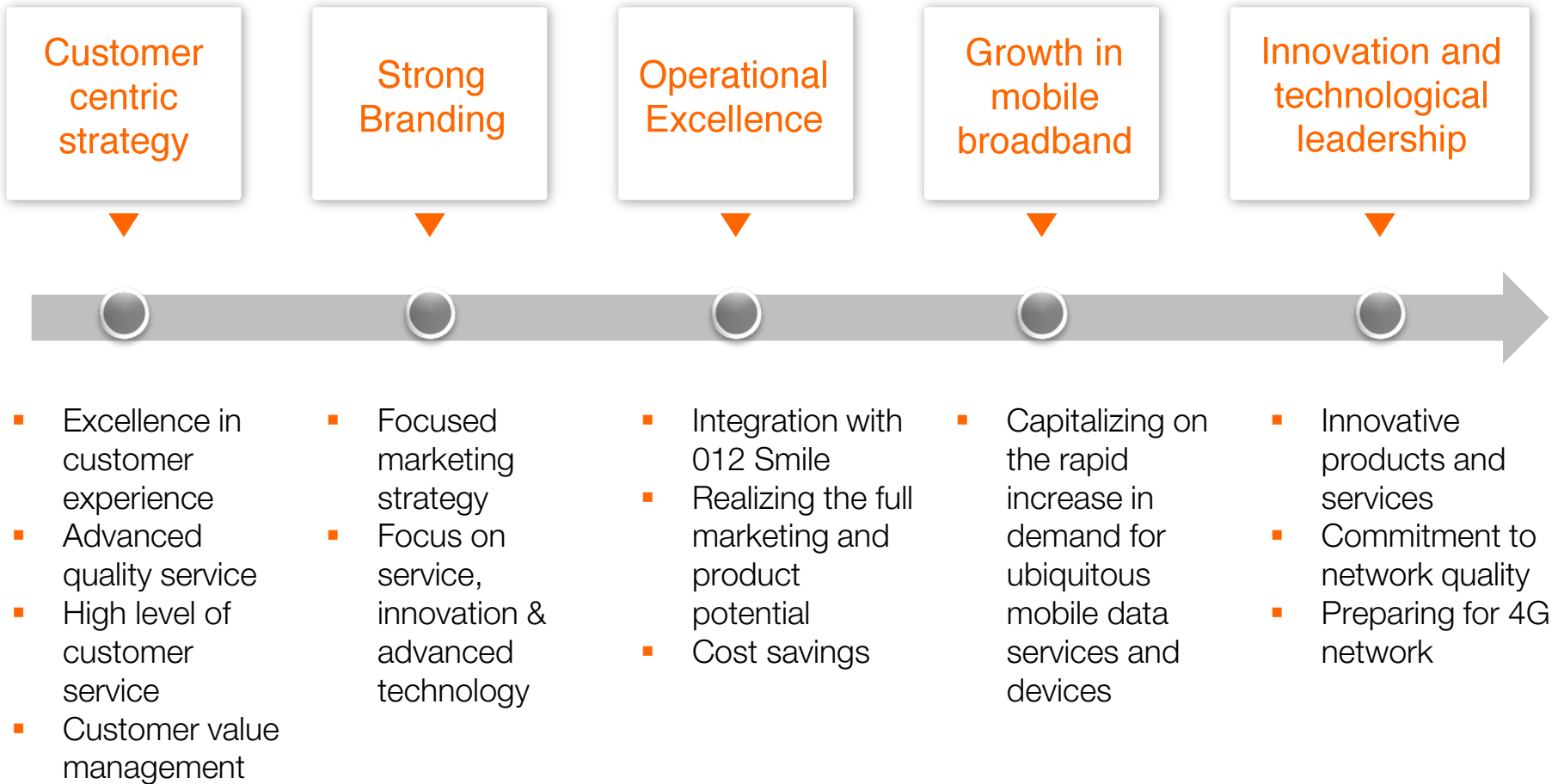
Both companies will continue independently:

- to retain and operate its own core network
- to provide cellular services to its own customers
- marketing and sales activities

Key benefits:

- savings in CAPEX and OPEX
- reduced no. of network sites
- improved network coverage and capacity
- optimal utilization of existing spectrum for benefit of 4G
- lower environmental impact

Our Strategy



In Summary- Why Partner

Advanced network

Customer centric
Strategy

Strong Brand

Innovation

The future is bright. The future is Orange

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Investors' website: <http://www.orange.co.il/en/Investors-Relations/lobby/>