



partner communications

# **PARTNER COMMUNICATIONS REPORTS STRONG SECOND QUARTER 2004 RESULTS**

**COMPANY POSTS RECORD QUARTERLY REVENUES, EBITDA AND  
INCOME BEFORE TAXES**

**INCOME BEFORE TAXES UP 29% FROM Q2 2003**

**MAALOT RAISES COMPANY'S CREDIT RATING TO AA-**

*Rosh Ha'ayin, Israel, July 28<sup>th</sup>, 2004* – Partner Communications Company Ltd. (NASDAQ and TASE: PTNR; LSE: PCCD), a leading Israeli mobile communications operator, today announced its results for the second quarter ended June 30<sup>th</sup>, 2004. For the second quarter 2004, Partner reported net income of NIS 133.4 million (US\$ 29.7 million) and income before taxes of NIS 199.8 million, as compared to net income and income before taxes of NIS 155.1 million in the second quarter 2003. The Company reported second quarter 2004 revenues of NIS 1,254.6 million (US\$ 279.0 million) as compared to NIS 1,077.2 million in the second quarter 2003. Partner reported cash flow from operating activities net of investing activities for the second quarter 2004 of NIS 140.4 million (US\$ 31.2 million), as compared to NIS 130.6 million reported in the second quarter 2003.

<b>Q2 2004 vs. Q2 2003 Comparison</b>			
	<b>Q2 2004</b>	<b>Q2 2003</b>	<b>Change</b>
<b>Revenues (NIS millions)</b>	<b>1,254.6</b>	<b>1,077.2</b>	<b>16.5%</b>
<b>EBITDA (NIS millions)</b>	<b>401.7</b>	<b>348.2</b>	<b>15.4%</b>
<b>Operating Profit (NIS millions)</b>	<b>265.8</b>	<b>218.0</b>	<b>21.9%</b>
<b>Income before Taxes (NIS millions)</b>	<b>199.8</b>	<b>155.1*</b>	<b>28.8%</b>
<b>Net Income (NIS millions)</b>	<b>133.4</b>	<b>155.1</b>	<b>(14.0%)</b>
<b>Cash flow from operating activities net of investing activities (NIS millions)</b>	<b>140.4</b>	<b>130.6</b>	<b>7.5%</b>
<b>Subscribers (thousands)</b>	<b>2,202</b>	<b>1,949</b>	<b>13.0%</b>
<b>Estimated Market Share (%)</b>	<b>32%</b>	<b>29%</b>	<b>3.0%</b>
<b>Quarterly Churn Rate (%)</b>	<b>3.3%</b>	<b>3.5%</b>	<b>(0.2%)</b>
<b>Average Monthly Usage per Subscriber (in minutes)</b>	<b>283</b>	<b>277</b>	<b>2.2%</b>
<b>Average Monthly Revenue per Subscriber (NIS)</b>	<b>171</b>	<b>171</b>	<b>--</b>
<b>Average Subscriber Acquisition Costs (NIS)</b>	<b>293</b>	<b>452</b>	<b>(35.2%)</b>
<small>* Q2 2003 did not include a provision for income taxes</small>			

Commenting on the second quarter results, Amikam Cohen, Partner's CEO said: "The second quarter of 2004 was another record quarter for Partner. Partner's excellent financial and operational performance this quarter was fueled by the quality of our network, our undivided focus on customer service and our innovative wire free solutions for the Israeli market. For the second consecutive year, Globes, an Israeli business daily newspaper, chose our brand as the leading telecom brand in Israel, and as the number two overall brand, second to Coca Cola. These factors enabled us to continue to grow our subscriber base and drive value for our shareholders. We expect to continue our momentum and further enhance our network performance and quality of service to our customers when we commercially launch our 3G network later this year."

## **Financial Review**

Partner's Q2 2004 revenues totaled NIS 1,254.6 million (US\$ 279.0 million), up 16.5% from NIS 1,077.2 million in Q2 2003 and 3.0% from NIS 1,218.6 million in Q1 2004. Increased revenues as compared to the second quarter last year were driven primarily by a larger subscriber base and increasing minutes of use. As compared to Q1 2004, the increase was driven by a 3.9% growth in service revenues offset by lower revenues from

handset sales. Data and content revenues for Q2 2004 were 7.0% of total revenues, compared to NIS 6.9% of total revenues in Q2 2003 and 6.8% in Q1 2004.

Cost of revenues in Q2 2004 increased by 16.7% to NIS 863.7 million (US\$ 192.1 million), versus NIS 739.8 million in Q2 2003. The increase was driven primarily by variable costs, such as interconnect charges and handset costs, relating to the higher service and equipment revenue levels. Compared to Q1 2004, cost of revenues increased marginally by 0.9% from NIS 855.7 million. The modest change from Q1 2004 was derived from higher variable costs relating to higher service revenue levels in Q2 offset by lower handset sales in Q2 2004.

Selling and marketing expenses decreased by 5.9% in Q2 2004, totaling NIS 76.5 million (US\$ 17.0 million) versus NIS 81.3 million in Q2 2003. Compared to Q1 2004, selling and marketing expenses decreased by 16.6% from NIS 91.7 million. Q1 2004 expenses included expenses incurred in making changes to our sales distribution network.

General and administrative expenses in Q2 2004 totaled NIS 48.6 million (US\$ 10.8 million) compared to NIS 38.1 million in Q2 2003, an increase of 27.6%. Compared to Q1 2004, general and administrative expenses, increased by 35.4% from NIS 35.9 million. This increase includes approximately NIS 3 million of costs incurred in the Company's attempt to purchase a controlling interest in Matav. These costs were expensed since the Memorandum of Agreement between the parties relating to this transaction expired and negotiations were discontinued. In addition in Q2 2004, deferred charges of approximately NIS 4.8 million comprised primarily of legal and accounting fees incurred in 2001, in preparing and maintaining the Company's shelf registration with the US Securities and Exchange Commission were expensed. According to Mr. Alan Gelman, Partner's Chief Financial Officer: "Although we intend to maintain the shelf registration, these deferred charges were expensed since the Company believes that the probability of issuing securities utilizing the shelf registration in the near future is low."

Operating profit increased to NIS 265.8 million (US\$ 59.1 million) from NIS 218.0 million in Q2 2003, an increase of 21.9%. Operating profit for Q2 2004 as a percentage of revenues increased to 21.2% from 20.2% in Q2 2003. The Company recorded record quarterly

EBITDA of NIS 401.7 million as compared to EBITDA in Q2 2003 of NIS 348.2 million, an increase of 15.4%. Q2 2004 EBITDA was 9.2% higher than Q1 2004 EBITDA of NIS 367.8 million. EBITDA for Q2 2004 as a percentage of revenues decreased slightly to 32.0% from 32.3% in Q2 2003 and increased from 30.2% in Q1 2004.

Financial expenses in Q2 2004 were NIS 66.0 million (US\$ 14.7 million), up 4.9% from NIS 62.9 million in Q2 2003. Financial expenses decreased 24.1% from NIS 87.0 million in Q1 2003. The decrease in financial expenses in Q2 2004 as compared to Q1 2004 were driven primarily by a stronger Shekel, which reduced foreign currency exchange differences related to our US\$ 175 million dollar denominated senior subordinated notes.

In Q2 2004, the Company had net income of NIS 133.4 million (US\$ 29.7 million), or NIS 0.72 (US\$ 0.16) per ADS or per share, compared to NIS 155.1 million, or NIS 0.85 per share or per ADS for Q2 2003 and NIS 91.8 million, or NIS 0.5 per share or per ADS for Q1 2004. Net income for the second quarter of 2004 was lower than the second quarter of 2003 since the second quarter of 2003 did not include a provision for income taxes as the Company did not record income taxes until Q4 2003 when it recorded a deferred tax asset derived from its carryforward tax losses.

“We are very pleased with our financial performance for Q2 2004” said Mr. Gelman. “We continued to achieve strong results, healthy margins, grow our revenues, generate cash flow, and improve our financial position.”

### **Funding and Investing Review**

In Q2 2004, the Company generated free cash flow for the ninth consecutive quarter, and reduced its bank debt by NIS 146.8 million (US\$ 32.6 million). Over the past nine quarters the Company reduced its bank debt by NIS 1,066.8 million. Cash flow from operating activities net of investing activities totaled NIS 140.4 million (US\$ 31.2 million) in Q2 2004, compared to NIS 130.6 million in Q2 2003 and NIS 84.0 million in Q1 2004. As of the end of Q2 2004, the US dollar equivalent of US\$ 348 million had been drawn from total availability on the Company's bank facility of US\$ 583 million.

Commenting on the Company's credit position, Mr. Gelman said:

"As a result of our strong cash flows and improving credit matrices, we elected, at the end of Q2, to reduce the credit available to us under the facility by US\$100 million". He added that the Company is evaluating a number of alternatives to refinance its US\$ 175 million 13% subordinated notes callable in August 2005. "Among the alternatives, we are discussing with the banks their willingness to refinance the notes with additional bank debt. Consequently, we are currently maintaining US\$ 235 million of additional availability in our bank facility."

The Israeli credit rating agency "Maalot", an affiliate of Standard & Poor's, announced today that it is raising the investment grade corporate rating of the Company from A+ to AA-.

Mr Gelman added: "The rating increase is further evidence of the strengthening of our financial position and credit worthiness, and we expect it to facilitate achieving more advantageous credit terms in the future".

Net capital expenditures totaled NIS 156.2 million (US\$ 34.7 million) in Q2 2004, 12.5% of revenues, up from NIS 61.2 million in Q2 2003, 5.7% of revenues. This resulted mainly from the Company's increased spend on its 3G network. In comparison, net capital expenditures totaled NIS 144.4 million in Q1 2004, 11.8% of revenues. Capital expenditures for the first six months of 2004 include approximately NIS 182 million for its third generation network.

### **Operational Review**

The Company added approximately 38 thousand net active subscribers in Q2 2004 as compared to approximately 55 thousand in Q2 2003 and approximately 62 thousand in Q1 2004. The decrease in net subscriber activations in Q2 2004 resulted primarily from lower levels of activations in the post-paid private sector, offset by higher levels of activations in the business sector. The lower level of net activations in the post-paid private sector is primarily a result of a more penetrated market. Net business sector activations accounted

for approximately 40% of net activations in Q2 2004 as compared to 17% of the Company's active subscriber base as of June 30, 2004. The Company's active subscriber base as of June 30, 2004 totaled 2,202,000, representing an estimated market share of 32% versus 29% at the end of Q2 2003. It was comprised of 379,000 business subscribers (17% of the base), 1,145,000 post-paid private subscribers (52% of the base) and 678,000 prepaid subscribers (31% of the base).

The quarterly churn rate for Q2 2004 decreased to 3.3%, compared to 3.5% in Q2 2003 and 3.3% in Q1 2004.

ARPU for the second quarter of 2004 was NIS 171 (US\$ 38.0), compared to NIS 171 for Q2 2003 and NIS 168 for Q1 2004. Average MOU for the quarter was 283 minutes compared to 277 minutes per month for Q2 2003 and 280 minutes per month in Q1 2004.

The average cost of acquiring new subscribers (SAC) in Q2 2004 was NIS 293 (US\$ 65.2), compared to NIS 452 in Q2 2003 and NIS 267 in Q1 2004. The Company corrected certain allocations within cost of revenues in Q1 2004 and reduced the reported SAC for Q1 2004 to NIS 267 from NIS 308 originally reported. SAC increased in Q2 2004 relative to Q1 2004 primarily due to the increased proportion of activations in the business sector.

### **Outlook and Guidance**

Commenting on the Company's outlook, Mr. Gelman said: "The Company is continuing according to its plan with the build-out of its 3G network towards its expected commercial launch towards year end. Commencing with the commercial launch, the Company will incur additional depreciation and amortization charges on its 3G network and license. In addition, there will be incremental operational, selling and marketing costs associated with the launch of these services. The impact on our financial results will depend on the ultimate timing of the commercial launch."

Mr. Gelman added that: "We will continue to drive shareholder value by building upon our core drivers - our robust network, our strong brand, and our focus on customer service. In Q3 2004, as compared to Q2 2004, we expect to show further improvement in our

operating profit and margins, seasonally higher MOU and ARPU and similar SAC levels." He added that; "Year-end subscriber levels should be in line with the guidance given the market of 7-8% annual growth from 2003."

### **Conference Call Details**

Partner Communications will hold a conference call to discuss the company's second-quarter results on Wednesday, July 28<sup>th</sup>, 2004, at 18:00 Israel local time (11AM Eastern time). This conference call will be broadcast live over the Internet and can be accessed by all interested parties through our investor relations web site at <http://www.investors.partner.co.il>.

To listen to the broadcast, please go to the web site at least 15 minutes prior to the start of the call to register, download and install any necessary audio software. For those unable to listen to the live broadcast, an archive of the call will be available via the Internet (at the same location as the live broadcast) shortly after the call ends until midnight on August 5<sup>th</sup>, 2003.

### **About Partner Communications**

Partner Communications Company Ltd. is a leading Israeli mobile communications operator known for its GSM/GPRS based services and the development of wirefree applications under the preferred orange™ brand. The Company commenced full commercial operations in January 1999 and, through its network, provides quality of service and a range of features to more than 2.2 million subscribers in Israel. Partner subscribers can use roaming services in 308 destinations using 140 GSM networks. The Company was awarded a 3G license in 2002. Partner's ADSs are quoted on NASDAQ under the symbol PTNR and on the London Stock Exchange (LSE) under the symbol PCCD. Its shares are quoted on the Tel Aviv Stock Exchange (TASE) under the symbol PTNR. For further information: <http://www.investors.partner.co.il>

**Notes:** Some of the information in this release contains forward-looking statements that involve risks and uncertainties within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about us.

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. Because such statements involve risks and uncertainties, actual results may differ materially from the results currently expected. Factors that could cause such differences include, but are not limited to:

- Uncertainties about the degree of growth in the number of consumers using wireless personal communications services and in the number of residents;
- The risks associated with the implementation of a third-generation network and business strategy, including risks relating to the operations of new systems and technologies, substantial expenditures required and potential unanticipated costs, uncertainties regarding the adequacy of suppliers on whom we must rely to provide both network and consumer equipment and consumer acceptance of the products and services to be offered;
- The impact of existing and new competitors in the market in which we compete, including competitors that may offer less expensive products and services, desirable or innovative products, technological substitutes, or have extensive resources or better financing;
- The introduction or popularity of new products and services, including prepaid phone products, which could increase churn;
- The effects of vigorous competition in the market in which we operate and for more valuable customers, which may decrease prices charged, increase churn and change the customer mix, profitability and average revenue per user;
- The availability and cost of capital and the consequences of increased leverage;
- The risks and costs associated with the need to acquire additional spectrum for current and future services;
- The risks associated with technological requirements, technology substitution and changes and other technological developments;
- Fluctuations in exchange rates;
- The results of litigation filed or to be filed against us; and
- The possibility of the market in which we compete being impacted by changes in political, economic or other factors, such as monetary policy, legal and regulatory changes or other external factors over which we have no control;
- As well as the risk factors specified under the heading “Risk Factors” in our 2003 annual report on form 20-F filed with the SEC on April 30<sup>th</sup>, 2004.

The attached summary financial statements were prepared in accordance with U.S. GAAP. The attached summary financial statements for Q2 2004 are unaudited.

The convenience translations of the Nominal New Israeli Shekel (NIS) figures into US Dollars were made at the rate of exchange prevailing at June 30<sup>th</sup>, 2004: US \$1.00 equals NIS 4.497. The translations were made purely for the convenience of the reader.



***Earnings before interest, taxes, depreciation, amortization, exceptional items and capitalization of intangible assets ('EBITDA') is presented because it is a measure commonly used in the telecommunications industry and is presented solely in order to improve the understanding of the Company's operating results and to provide further perspective on these results. EBITDA, however, should not be considered as an alternative to operating income or income for the year as an indicator of the operating performance of the Company. Similarly, EBITDA should not be considered as an alternative to cash flows from operating activities as a measure of liquidity. EBITDA is not a measure of financial performance under generally accepted accounting principles and may not be comparable to other similarly titled measures for other companies. EBITDA may not be indicative of the historic operating results of the Company; nor is it meant to be predictive of potential future results.***

***Reconciliation between our cash flows from operating activities and EBITDA is presented in the attached summary financial statements.***

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**PARTNER COMMUNICATIONS COMPANY LTD.**

(An Israeli Corporation)

**CONDENSED CONSOLIDATED BALANCE SHEETS**

	New Israeli shekels		Convenience translation into U.S. dollars	
	June 30, 2004 (Unaudited)	December 31, 2003 (Audited)	June 30, 2004 (Unaudited)	December 31, 2003 (Audited)
	I n t h o u s a n d s			
<b>A s s e t s</b>				
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents	4,954	3,774	1,102	839
Accounts receivable:				
Trade	551,131	482,141	122,555	107,214
Other	58,012	56,543	12,900	12,573
Inventories	154,761	102,861	34,414	22,873
Deferred income taxes	211,859	220,000	47,111	48,922
T o t a l current assets	<u>980,717</u>	<u>865,319</u>	<u>218,082</u>	<u>192,421</u>
<b>INVESTMENTS AND LONG-TERM</b>				
<b>RECEIVABLES:</b>				
Accounts receivables - trade	46,285	13,906	10,292	3,092
Funds in respect of employee rights upon retirement	67,262	58,724	14,957	13,059
	<u>113,547</u>	<u>72,630</u>	<u>25,249</u>	<u>16,151</u>
<b>FIXED ASSETS</b> , net of accumulated depreciation and amortization	<u>1,771,920</u>	<u>1,694,584</u>	<u>394,023</u>	<u>376,826</u>
<b>LICENSE AND DEFERRED CHARGES</b> , net of amortization	<u>1,355,515</u>	<u>1,325,948</u>	<u>301,427</u>	<u>294,852</u>
<b>DEFERRED INCOME TAXES</b>	<u>301,172</u>	<u>413,752</u>	<u>66,972</u>	<u>92,006</u>
	<u>4,522,871</u>	<u>4,372,233</u>	<u>1,005,753</u>	<u>972,256</u>

	New Israeli shekels		Convenience translation into U.S. dollars	
	June 30, 2004 (Unaudited)	December 31, 2003 (Audited)	June 30, 2004 (Unaudited)	December 31, 2003 (Audited)
	I n t h o u s a n d s			
<b>Liabilities and shareholders' equity</b>				
<b>CURRENT LIABILITIES:</b>				
Current maturities of long-term bank loans		119,853		26,652
Accounts payable and accruals:				
Trade	519,765	387,818	115,580	86,239
Other	232,212	252,585	51,637	56,167
T o t a l current liabilities	<u>751,977</u>	<u>760,256</u>	<u>167,217</u>	<u>169,058</u>
<b>LONG-TERM LIABILITIES:</b>				
Bank loans, net of current maturities	1,570,728	1,687,215	349,283	375,187
Notes payable	786,975	766,325	175,000	170,408
Liability for employee rights upon retirement	86,597	76,506	19,257	17,013
Asset retirement obligations	6,803	6,367	1,513	1,416
T o t a l long-term liabilities	<u>2,451,103</u>	<u>2,536,413</u>	<u>545,053</u>	<u>564,024</u>
T o t a l liabilities	<u>3,203,080</u>	<u>3,296,669</u>	<u>712,270</u>	<u>733,082</u>
<b>SHAREHOLDERS' EQUITY:</b>				
Share capital - ordinary shares of NIS 0.01 par value: authorized - December 31, 2003 and June 30, 2004 - 235,000,000 shares; issued and outstanding - December 31, 2003 - 182,695,574 shares and June 30, 2004 - 183,461,591 shares	1,835	1,827	408	406
L e s - receivable in respect of shares	(852)	(4,374)	(189)	(972)
Capital surplus	2,317,188	2,303,055	515,274	512,131
Deferred compensation	(1,179)	(2,509)	(262)	(558)
Accumulated deficit	<u>(997,201)</u>	<u>(1,222,435)</u>	<u>(221,748)</u>	<u>(271,833)</u>
T o t a l shareholders' equity	<u>1,319,791</u>	<u>1,075,564</u>	<u>293,483</u>	<u>239,174</u>
	<u>4,522,871</u>	<u>4,372,233</u>	<u>1,005,753</u>	<u>972,256</u>

**PARTNER COMMUNICATIONS COMPANY LTD.**  
(An Israeli Corporation)  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

	New Israeli shekels				Convenience translation into U.S. dollars	
	6 month period ended June 30,		3 month period ended June 30,		6 month period ended June 30,	3 month period ended June 30,
	2004	2003	2004	2003	2004	2004
	( U n a u d i t e d )					
	In thousands (except per share data)					
<b>REVENUES - net :</b>						
Services	2,233,864	1,943,108	1,138,254	1,003,137	496,745	253,114
Equipment	<u>239,362</u>	<u>165,397</u>	<u>116,326</u>	<u>74,102</u>	<u>53,227</u>	<u>25,867</u>
	<u>2,473,226</u>	<u>2,108,505</u>	<u>1,254,580</u>	<u>1,077,239</u>	<u>549,972</u>	<u>278,981</u>
<b>COST OF REVENUES :</b>						
Services	1,393,048	1,240,561	709,562	618,002	309,773	157,785
Equipment	<u>326,341</u>	<u>279,582</u>	<u>154,161</u>	<u>121,829</u>	<u>72,568</u>	<u>34,281</u>
	<u>1,719,389</u>	<u>1,520,143</u>	<u>863,723</u>	<u>739,831</u>	<u>382,341</u>	<u>192,066</u>
<b>GROSS PROFIT</b>	753,837	588,362	390,857	337,408	167,631	86,915
<b>SELLING AND MARKETING EXPENSES</b>	168,228	159,574	76,504	81,282	37,409	17,012
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<u>84,494</u>	<u>80,453</u>	<u>48,553</u>	<u>38,099</u>	<u>18,789</u>	<u>10,797</u>
<b>OPERATING PROFIT</b>	501,115	348,335	265,800	218,027	111,433	59,106
<b>FINANCIAL EXPENSES - net</b>	<u>153,039</u>	<u>158,414</u>	<u>66,011</u>	<u>62,926</u>	<u>34,031</u>	<u>14,679</u>
<b>INCOME BEFORE TAXES ON INCOME</b>	348,076	189,921	199,789	155,101	77,402	44,427
<b>TAXES ON INCOME</b>	<u>122,842</u>	<u>          </u>	<u>66,374</u>	<u>          </u>	<u>27,317</u>	<u>14,759</u>
<b>NET INCOME FOR THE PERIOD</b>	<u>225,234</u>	<u>189,921</u>	<u>133,415</u>	<u>155,101</u>	<u>50,085</u>	<u>29,668</u>
<b>EARNINGS PER SHARE ("EPS"):</b>						
Basic	<u>1.23</u>	<u>1.05</u>	<u>0.73</u>	<u>0.85</u>	<u>0.27</u>	<u>0.16</u>
Diluted	<u>1.22</u>	<u>1.04</u>	<u>0.72</u>	<u>0.85</u>	<u>0.27</u>	<u>0.16</u>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:</b>						
Basic	<u>183,143,256</u>	<u>181,704,757</u>	<u>183,308,290</u>	<u>181,759,051</u>	<u>183,143,256</u>	<u>183,308,290</u>
Diluted	<u>184,852,967</u>	<u>183,316,602</u>	<u>184,912,233</u>	<u>181,803,143</u>	<u>184,852,967</u>	<u>184,912,233</u>

**PARTNER COMMUNICATIONS COMPANY LTD.**  
(An Israeli Corporation)  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	New Israeli shekels		Convenience translation into U.S. dollars
	6 month period ended June 30		6 month period ended June 30, 2004
	2004	2003	2004
	(Unaudited)		
	In thousands		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income for the period	225,234	189,921	50,085
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	272,678	268,313	60,636
Amortization of deferred compensation related to employee stock option grants, net	631	2,786	140
Liability for employee rights upon retirement	10,091	6,971	2,244
Accrued interest and exchange and linkage differences on (erosion of) long-term liabilities	23,810	(75,520)	5,295
Erosion of security deposit		9,609	
Deferred income taxes	120,721		26,845
Income tax benefit in respect of exercise of option granted to employees	2,121		472
Capital gain on sale of fixed assets	(391)	(4,780)	(87)
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable:			
Trade	(101,369)	3,970	(22,541)
Other	(1,469)	7,708	(327)
Increase (decrease) in accounts payable and accruals:			
Trade	65,405	(77,473)	14,544
Other	(24,190)	30,810	(5,379)
Decrease (increase) in inventories	(51,900)	27,234	(11,541)
Increase in asset retirement obligations	132		29
Net cash provided by operating activities	<u>541,504</u>	<u>389,549</u>	<u>120,415</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of fixed assets	(260,229)	(199,643)	(57,868)
Proceeds from sale of fixed assets	552	7,466	123
Purchase of additional spectrum	(48,850)	(34,977)	(10,863)
Funds in respect of employee rights upon retirement	(8,538)	(8,108)	(1,899)
Net cash used in investing activities	<u>(317,065)</u>	<u>(235,262)</u>	<u>(70,507)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from exercise of stock options granted to employees	16,241	473	3,613
Repayment of long term bank loans	(239,500)	(150,700)	(53,258)
Net cash used in financing activities	<u>(223,259)</u>	<u>(150,227)</u>	<u>(49,645)</u>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	1,180	4,060	263
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<u>3,774</u>	<u>1,360</u>	<u>839</u>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<u><u>4,954</u></u>	<u><u>5,420</u></u>	<u><u>1,102</u></u>

**Supplementary information on investing activities not involving cash flows**

At June 30, 2004 and 2003, trade payables include NIS 120,070,000 (\$ 26,700,000) (unaudited) and NIS 56,468,000 (unaudited), respectively, in respect of acquisition of fixed assets. These balances are recognized in these statements upon payment.

**PARTNER COMMUNICATIONS COMPANY LTD.**  
**(An Israeli Corporation)**  
**RECONCILIATION BETWEEN OPERATING CASH FLOWS**  
**AND EBITDA**

	<u>New Israeli shekels*</u>		<u>Convenience translation into U.S. dollars**</u>
	<u>6 month period ended June 30</u>		<u>6 month period ended June 30,</u>
	<u>2004</u>	<u>2003</u>	<u>2004</u>
<u>( U n a u d i t e d )</u>			
<u>I n t h o u s a n d s</u>			
<b>Reconciliation between operating cash flows and EBITDA:</b>			
Net cash provided by operating activities	541,504	389,549	120,414
Liability for employee rights upon retirement	(10,091)	(6,971)	(2,244)
Erosion of (accrued interest and exchange and linkage differences on) long-term liabilities	(23,810)	75,520	(5,295)
Erosion of security deposit	-	(9,609)	-
Increase (decrease) in accounts receivable:			
Trade	101,369	(3,970)	22,541
Other	1,469	(7,708)	327
Decrease (increase) in accounts payable and accruals:			
Trade	(65,405)	77,473	(14,544)
Other	24,190	(30,810)	5,379
Increase (decrease) in inventories	51,900	(27,234)	11,541
Increase in assets retirement obligation	(132)	-	(29)
Financial expenses***	148,494	153,760	33,021
EBITDA	<u>769,488</u>	<u>610,000</u>	<u>171,111</u>

\* The financial statements have been prepared on the basis of historical cost.

\*\* The convenience translation of the New Israeli Shekel (NIS) figures into US dollars was made at the exchange prevailing at June 30, 2004: US \$1.00 equals 4.497 NIS.

\*\*\* Financial expenses excluding any charge for the amortization of pre-launch financial costs.

**PARTNER COMMUNICATIONS COMPANY LTD.**  
**(An Israeli Corporation)**

	New Israeli shekels				
	3 month period ended				
	June 30, 2003	September 30, 2003	December 31, 2003	March 31, 2004	June 30, 2004
	( U n a u d i t e d )				
	I n t h o u s a n d s				
<b>REVENUES - net</b>	1,077,239	1,196,284	1,162,930	1,218,646	1,254,580
<b>COST OF REVENUES</b>	<u>739,831</u>	<u>809,072</u>	<u>807,241</u>	<u>855,666</u>	<u>863,723</u>
<b>GROSS PROFIT</b>	337,408	387,212	355,689	362,980	390,857
<b>SELLING AND MARKETING EXPENSES</b>	81,282	83,291	71,143	91,724	76,504
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<u>38,099</u>	<u>36,937</u>	<u>44,997</u>	<u>35,941</u>	<u>48,553</u>
<b>OPERATING PROFIT</b>	218,027	266,984	239,549	235,315	265,800
<b>FINANCIAL EXPENSES - net</b>	62,926	98,409	64,887	87,028	66,011
<b>LOSS OF IMPAIRMENT OF INVESTMENT IN NON-MARKETABLE SECURITIES</b>			<u>3,530</u>		
<b>INCOME BEFORE TAXES ON INCOME</b>	155,101	168,575	171,132	148,287	199,789
<b>TAX BENEFIT (TAXES ON INCOME)</b>			<u>633,022</u>	<u>(56,468)</u>	<u>(66,374)</u>
<b>NET INCOME FOR THE PERIOD</b>	<u>155,101</u>	<u>168,575</u>	<u>804,154</u>	<u>91,819</u>	<u>133,415</u>

PARTNER COMMUNICATIONS COMPANY LTD.  
 (An Israeli Corporation)  
 Summary Operating Data

	JUNE 30, 2004	JUNE 30, 2003
Subscribers (in thousands)	2,202	1,949
Estimated share of total Israeli mobile telephone subscribers	32%	29%
Churn rate in quarter	3.3%	3.5%
Average monthly usage in quarter per subscriber (minutes)	283	277
Average monthly revenue in year per subscriber, including in-roaming revenue (NIS)	171	171
Number of operational base stations (in parenthesis number of micro sites out of total number of base stations)	2,178 (733)	2,104 (753)
Subscriber acquisition costs in quarter per subscriber (NIS)	293	452
Number of employees (full-time equivalent)	3,084	2,748