



Investor Presentation

June 2021

Forward-Looking Statements

This presentation contains general data and information as well as forward looking statements about B Communications Ltd. ("BCOM"). Such statements, along with explanations and clarifications presented by BCOM's representatives, include expressions of management's expectations about new and existing programs and market conditions. Although BCOM believes its expectations are based on reasonable assumptions, these statements are subject to numerous risks and uncertainties. These statements should not be regarded as a representation that anticipated events will occur or that expected objectives will be achieved. In addition, the realization and/or otherwise of the forward looking information will be affected by factors that cannot be assessed in advance, and which are not within the control of BCOM, including the risk factors that are characteristic of its operations, developments in the general environment, external factors, and the regulation that affects BCOM's operations. This presentation contains partial information from the public reports of BCOM under the Israeli Securities Law 5728-1968 (the "Securities Law"), which reports can be accessed at the Israeli Securities Authority's website, www.magna.isa.gov.il. A review of this presentation is not a substitute for a review of the detailed reports of BCOM under the Securities Law and is not meant to replace or qualify them; rather, the presentation is prepared merely for the convenience of the reader, with the understanding that the detailed reports are being reviewed simultaneously. No representation is made as to the accuracy or completeness of the information contained herein. The information included in this presentation is based on information included in BCOM's public filings. However, some of the information may be presented in a different manner and/or breakdown and/or is differently edited. In any event of inconsistency between BCOM's public filings and the information contained in this presentation, the information included in the public filings shall prevail. The information contained in this presentation or which will be provided orally during the presentation thereof, does not constitute or form part of any invitation or offer to sell, or any solicitation of any invitation or offer to purchase or subscribe for, any securities of BCOM or any other entity, nor shall the information or any part of it or the fact of its distribution form the basis of, or be relied on in connection with or relating to any action, contract, commitment or to the securities of BCOM. The presentation does not constitute a recommendation or opinion or substitute for the discretion of any investor.

BCOM OVERVIEW



B Communications Ltd. ("BCOM") is a public company with a controlling interest (approximately 26.7%) in Bezeq, The Israel Telecommunication Corp. ("Bezeq"), Israel's largest telecommunications group (TASE: BEZQ).



BCOM is controlled by Searchlight Capital Partners (60.2%) and the Fuhrer Family (11.4%). Our controlling shareholders have wide telecom and business experience and financial strength, representing significant added value for the Bezeq Group.

At A Glance

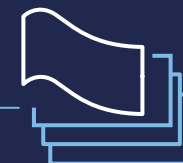


Ticker BCOM

Exchange TASE



Headquarters Tel-Aviv, Israel



NIS 7.27

Stock
Price

62.8%

LTV

**NIS 1.0
Billion**

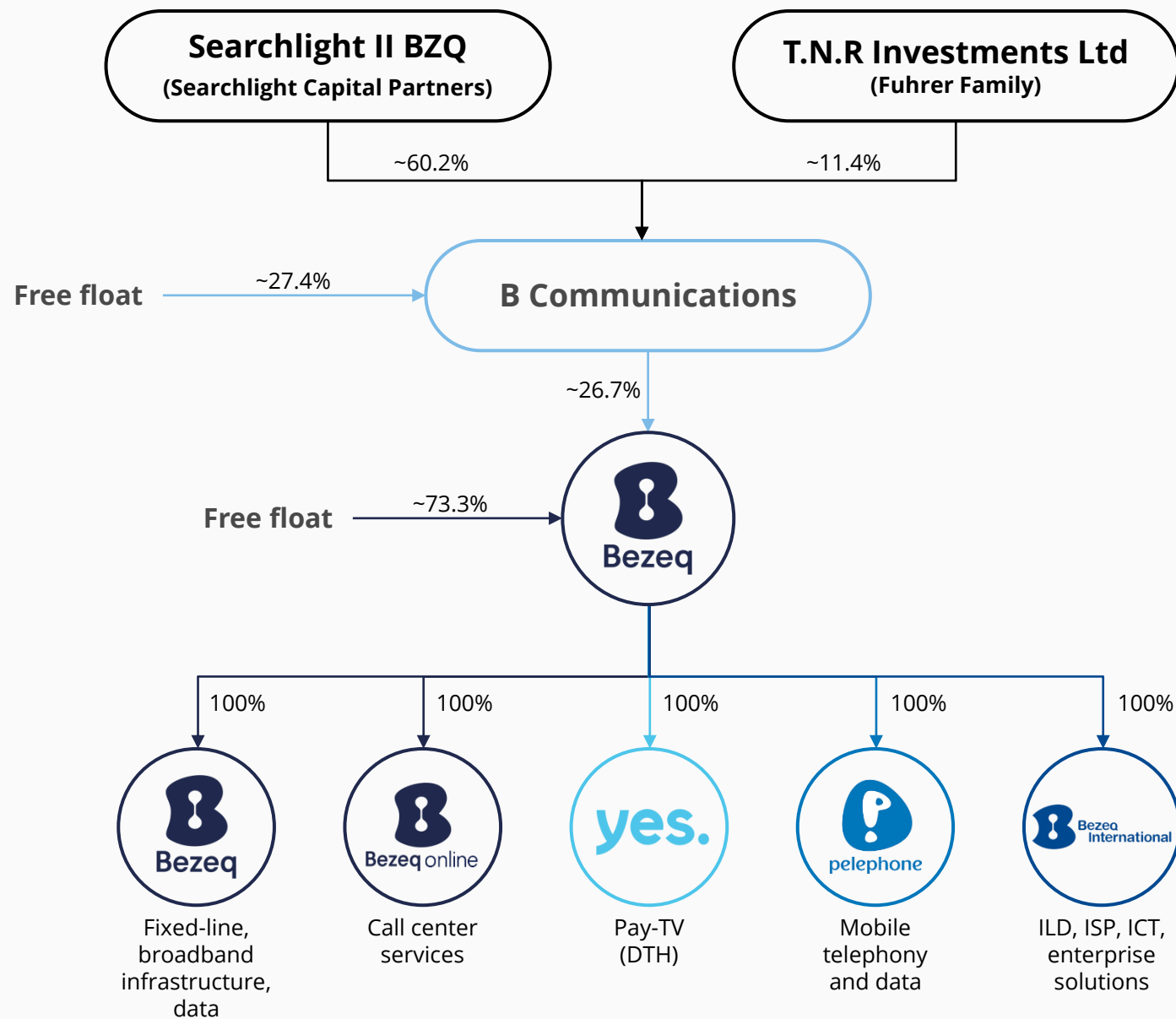
NAV

**NIS 2.7
Billion**

Value of
Holdings in
Bezeq

As of June 9, 2021

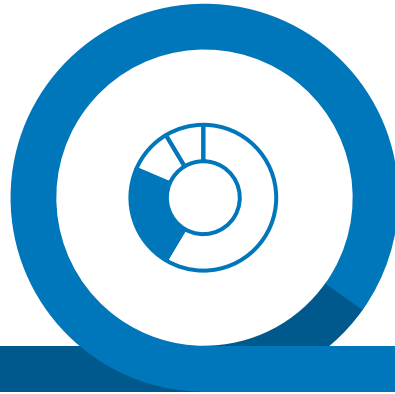
Group Structure



Investment Highlights



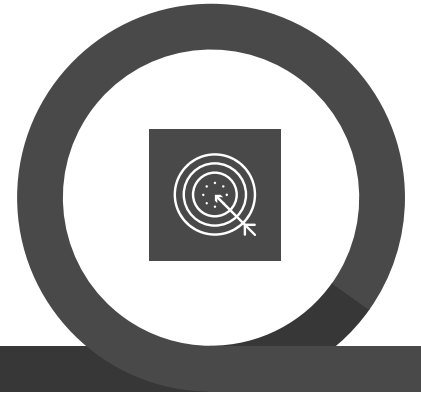
Strong and Experienced
Controlling Shareholders
Leading Israel's Largest
Telecom Group, in Both
Residential and Business
Markets



Consistent Improvement
in Leverage Ratios with
Healthy Debt Repayment
Schedule



Stable and Recurring Revenue Model
with Strong and Predictable Cash
Flows



Strong Market Momentum
with Focus on Growth Engines
and Structural Changes such
as: Building Nationwide Fiber
Infrastructure, 5G
Deployment and Streamline
of Key TV and ISP Subsidiaries

Bezeq Group Focus for 2021

(Source: Bezeq's IR Deck)

Group Vision

To lead the telecommunications market in Israel, providing a full range of telecommunications products and services for the residential and business markets and striving for continuous improvement in operating results

- Accelerated deployment of **fiber optics** for the residential sector as a **future growth engine**, and continued strengthening of the business sector in Bezeq Fixed-Line
- Continued streamlining in key subsidiary companies (Project Alpha 2) with ongoing improvement in free cash flow
- Implementation of **structural change** in yes and Bezeq International:
 - Spin-off of the ICT business division to a separate company
 - Merge Bezeq International's consumer Internet operations into yes
- The structural change will create two **growth-oriented companies** – one for the IT market and one for the residential sector
- Pelephone will focus on marketing **5G as a growth engine** and increase ARPU



Focus on Building Infrastructure and Growth Engines

Searchlight Capital Partners

SEARCHLIGHT



Searchlight Capital Partners ("Searchlight") is a transatlantic investment firm founded in 2010

Team of **90 professionals** across London, New York and Toronto

~\$9 billion under management



Searchlight Investment Strategy

Long term, patient, private equity investors

Focused on **partnering with management** teams of market leading businesses in attractive industries



Searchlight Investment Focus

Strong expertise and relationships in communications, media, business services, and consumer

Invest in companies with **strong market positions** and high cash flow generation

Select Portfolio Investments



Strong and Experienced Management



Mr. Darren Glatt
Chairman of the Board of Directors

Darren was elected as our Chairman of the Board of Directors since December 2019.

Mr. Glatt is a Partner at Searchlight Capital Partners, overseeing the firm's efforts in the Technology, Media and Telecommunications ("TMT") sectors.

Prior to joining Searchlight in 2013, Mr. Glatt worked as a Partner in the Private Equity Group at Apollo Management, L.P. Mr. Glatt also held positions at Apax Partners and The Cypress Group. He started his career at Bear Stearns in 1998 in New York.

Mr. Glatt is currently a member of the Boards of Bezeq and BCOM, and formerly a member of the Boards of Charter Communications, Rackspace, Ocean Outdoor, MediaMath, 16over90, PlayPower, Veritable Maritime and Core Media.

Mr. Glatt received a BS from The George Washington University, and an MBA from Harvard Business School.



Mr. Tomer Raved
Chief Executive Officer

Tomer Raved was elected as our CEO in January 2020. Mr. Raved also serves as a Director at Bezeq and all its subsidiaries.

In the past decade, Tomer has advised telecom, media and tech companies on M&A and capital raises and has completed transactions valued at over \$300bn in aggregate with US and Israeli clients, such as Verizon, AT&T, Charter, Disney, IBM, KKR, Apollo and many others.

Prior to joining BCOM, Tomer was a Director and a Vice President at RBC Investment Bank. Previously, Tomer was an Associate Director at UBS Investment Bank as well an Associate Attorney at FBC & Co.

Tomer has an MBA with specialization in Finance and Accounting from NYU Stern School of Business, as well as an L.L.B in Law and a B.A. in Economics from Tel-Aviv University



Mr. Itzik Tadmor
Chief Financial Officer

Itzik has been the Company's Chief Financial Officer Since May 2015, and previously served as BCOM's controller for three years.

Itzik has been involved in all the Company's past capital markets transactions as well as in structuring all of BCOM's prior debt and equity issuances.

Prior to joining the Company, Mr. Tadmor worked at PriceWaterhouseCoopers (PWC) for five years.

Mr. Tadmor received, a bachelor degree in accounting and economics and an M.B.A degree from Tel-Aviv University. Mr. Tadmor is also a certified public accountant in Israel.

Debt Capitalization Summary

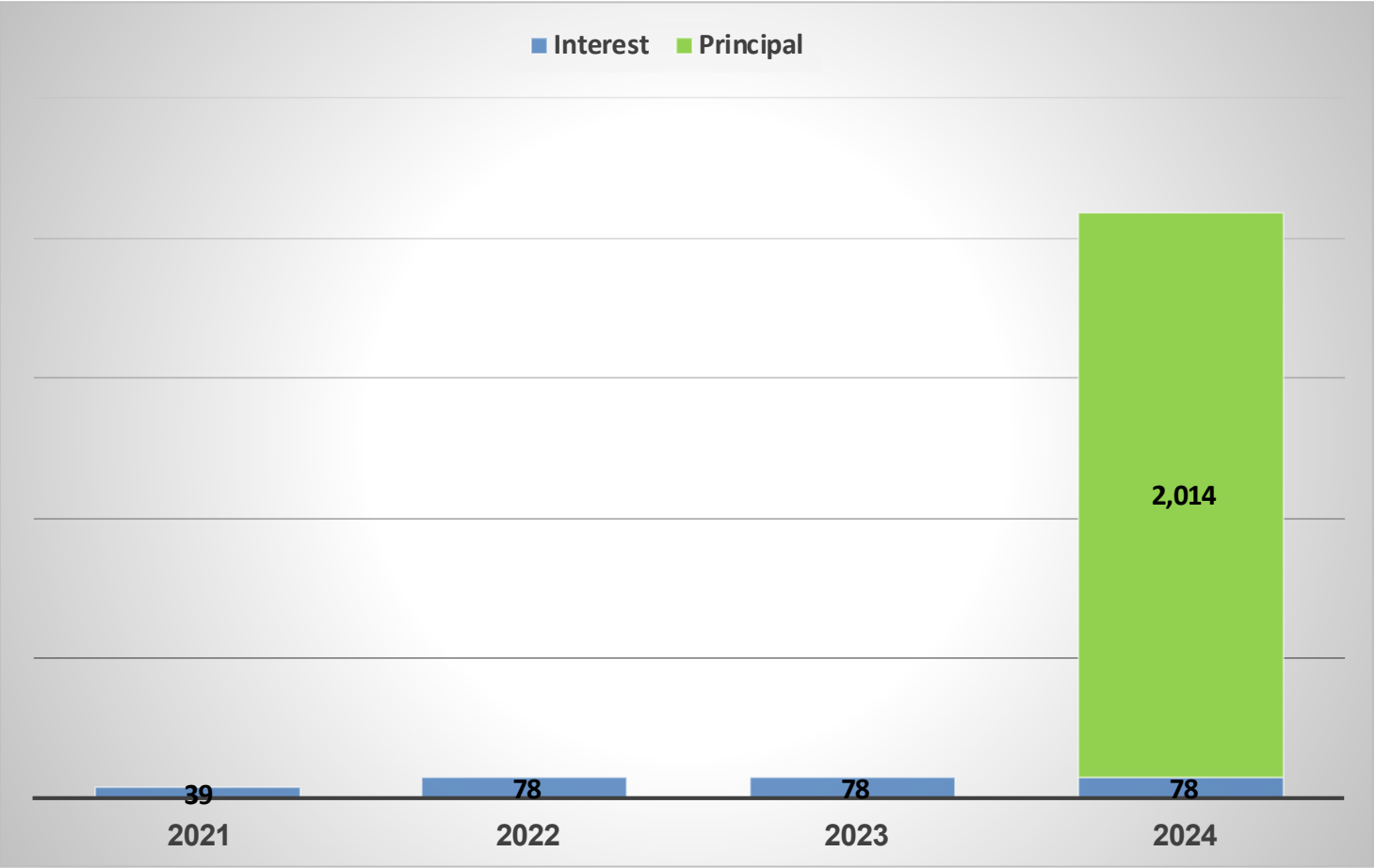
	Series C	Series D	Series E	<i>New Series F</i>
Par Value (NIS mm)	1,878**	58	100	<i>TBD</i>
Coupon	3.85%	3.85%	3.85%	<i>TBD</i>
Maturity	30/11/2024	30/11/2024	30/11/2024	<i>30/11/2026</i>
YTM (June 6, 2021)	3.35%	3.45%	2.04%	<i>NA</i>
Financial Covenant	LTV	LTV	LTV	<i>LTV</i>
Currency / Linkage	NIS, not-linked	NIS, not-linked	NIS, not-linked	<i>NIS, not-linked</i>
Pledge*	2 nd Lien	2 nd Lien	1 st Lien	<i>1st Lien</i>

* Use of proceeds of contemplated financing, will be used to fully redeem Series D and Series E, as well as partially redeem Series C, as required. As a result, Series C will be upgraded to 1st lien pari-pasu to new Series F.

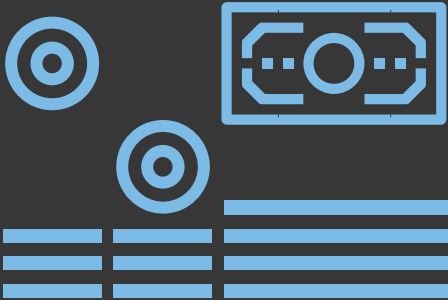
** BCOM holds NIS ~22mm of Series C bonds

Debt Repayments Schedule

(NIS millions)



Repayment schedule as of June 2021 after payment of semi-annual interest in May 2021.



NAV & LTV Summary

Data	
No. of BCOM shares (mm)	116.32
No. of Bezeq shares held by BCOM (mm)	738.95
Bezeq share price (NIS)	3.60
No. of Bezeq shares (mm)	2,765.5
Bezeq's market cap (NIS mm)	9,956

BCOM's NAV & LTV	NIS Millions
Market value of BCOM's holdings in Bezeq	2,660
BCOM's net debt	1,670
BCOM's NAV	990
LTV	62.8%

NAV vs Market:	NIS
BCOM's share price based on NAV calculation	8.51
BCOM's market price	7.27
NAV Premium to Market (%)	17.1%

Net debt figures are as of March 31, 2021.
Market cap figures are as of June 9, 2021.





b.com
group

Thank You