

## Major Shareholders

The following table sets forth certain information with respect to the beneficial ownership of our ordinary shares as of April 20, 2005 with respect to each person who 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.

Name and Address	Number of Ordinary Shares Beneficially Owned	Percent of Outstanding Ordinary Shares Beneficially Owned
Hutchison Telecommunications International Limited (1) 18/F Two Harbour Front 22 Tak Fung Street Hung Hom Kowloon	78,940,104	52.15%
Hong Kong		
Hutchison Whampoa Limited(2) 22/F Hutchison House 10 Harcourt Road	78,940,104	52.15%
Central Hong Kong		
Cheung Kong (Holdings) Limited (3) 7/F Cheung Kong Center 2 Queen's Road Central	78,940,104	52.15%
Hong Kong		

(1) Based on publicly available SEC filings by Hutchison Telecommunications International Limited, or Hutchison, Advent Investments Pte Ltd., or Advent, Hutchison Telecommunications International (Netherlands) B.V., or Hutchison (Netherlands), and Cheung Kong (Holdings) Limited, or Cheung Kong, Hutchison, a company whose ordinary shares are listed on the Hong Kong Stock Exchange and ADSs are listed on the New York Stock Exchange, Inc. owns Partner shares through two indirect subsidiaries, Advent and Hutchison (Netherlands), which own approximately 62,621,184 and 16,318,920 ordinary shares of Partner, respectively. Advent, incorporated in Singapore, is an indirect wholly-owned subsidiary of Hutchison, owned through a chain of wholly-owned subsidiaries as follows: Advent is owned by Amber International Holdings Inc., which is owned by Hutchison Telecommunications International (Cayman) Holdings Limited, which is owned by Hutchison. Hutchison (Netherlands) is also an indirect wholly-owned subsidiary of Hutchison, owned through a chain of wholly-owned subsidiaries as follows: Hutchison (Netherlands) is owned by Hutchison Telecommunications (Cyprus) Limited, which is owned by Amber International Holdings Inc., which is owned by Hutchison Telecommunications International (Cayman) Holdings Limited, which is owned by Hutchison.

(2) Based on publicly available SEC filings by Hutchison, Advent, Hutchison (Netherlands), and Cheung Kong, Hutchison Whampoa Limited, or HWL, a company listed on the Hong Kong Stock Exchange and traded on the London Stock Exchange, owns Partner shares through its direct wholly owned

subsidiary Hutchison International Limited, which in turn directly holds 100% of Hutchison Telecommunications Limited, which in turn directly holds 100% of Hutchison Telecommunications Investment Holdings Limited, which in turn directly holds approximately 70.2% of the total outstanding ordinary shares of Hutchison, which indirectly owns 78,940,104 of the ordinary shares of Partner.

- (3) Based on publicly available SEC filings by Hutchison, Advent, Hutchison (Netherlands), and Cheung Kong, Cheung Kong, through its indirect ownership of approximately 49.97% of the issued shares of HWL and its indirect ownership of 28,402,698 ordinary shares of Hutchison, may be deemed to have sole voting and dispositive power over the ordinary shares of Partner beneficially owned by HWL and Hutchison. However, as stated in the Schedule 13D, pursuant to Rule 13d-4 under the Exchange Act, Cheung Kong expressly disclaims beneficial ownership of such ordinary shares of Partner.

#### ***Changes in Major Shareholders During the Past Three Years***

At December 31, 2001, our major shareholders included:

- Matav-Cable Systems Media Ltd. ("Matav"), which owned 2.82% of our shares directly and an additional 12.42% of our shares through the 50.1% shareholding in Matbit Telecommunication Systems Ltd. ("Matbit") held by Matav's wholly owned subsidiary Matav Investments ("Matav Investments");
  
- Elbit Limited ("Elbit"), which owned 12.37% of our shares through the 49.9% shareholding in Matbit held by Elbit's wholly owned subsidiary Elbit.COM Limited ("Elbit.COM"); Elbit.COM was liquidated in 2003, following which Elbit Limited held shares directly in Partner.
  
- HWL, which owned 35.0% of our shares through a chain of wholly owned subsidiaries as follows: the direct holder of our shares was Advent, which was owned by Amber International Holdings Inc., which was owned by Hutchison Telecommunications Limited, which was owned by Hutchison International Limited, which was owned by HWL. By virtue of interests in relation to HWL, Cheung Kong (Holdings) Limited, Li Ka-Shing Unity Holdings Limited, Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, Li Ka-Shing Unity Trustee Corporation Limited as trustee of The Li Ka-Shing Unity Discretionary Trust and Li Ka-Shing as owner of more than one third of the issued share capital of Li Ka-Shing Unity Holdings Limited are each taken as interested in the Partner shares held by HWL by virtue of the provisions of the Securities (Disclosure of Interests) Ordinance, Cap. 396 of the laws of Hong Kong;
  
- Tapuz Cellular Systems Limited Partnership ("Tapuz Limited Partnership"), which owned approximately 13% of our shares and which was owned by Tapuz Cellular Systems Ltd. ("Tapuz") (1%) (the general partner), Eurocom Communications Ltd. ("Eurocom") (69%) and Hapoalim Electronic Communications Ltd., subsequently renamed Polar Communications Ltd. ("Polar") (30%) (the limited partners);
  
- MFS Investment Management ("MFS"), which owned 7.22% of our shares; and
  
- T. Rowe Price Associates, Inc. ("TRP"), which owned 5.7% of our shares.

In January 2002, Tapuz Limited Partnership was dissolved, and its holdings in Partner were transferred to its partners, Eurocom, Polar and Tapuz, a wholly owned subsidiary of Eurocom, pro rata to their previous interests in the partnership. On April 24, 2002, Hutchison Telecommunications (Amsterdam) BV (“Hutchison (Amsterdam)”), an indirect wholly owned subsidiary of HWL, acquired 5,044,667 shares of Partner from Matav Investments and 8,734,001 shares of Partner from Matbit, which together represented approximately 7.7% of Partner’s issued share capital at that time. On December 2, 2002, the holdings of Matbit in Partner were transferred to its shareholders, Elbit.COM and Matav Investments, pro rata their previous interests in Matbit. During 2002, MFS and TRP reduced their holdings in Partner to less than 5% each. On September 17, 2004, Hutchison (Amsterdam) transferred 16,318,920 shares of Partner to Advent, which transferred them to Hutchison (Netherlands). On April 20, 2005, we repurchased approximately 33.3 million shares from our Israeli founding shareholders, as follows: 12,765,190 shares from Elbit, 9,359,915 shares from Eurocom, 7,783,444 shares from Matav Investments and 3,409,384 shares from Polar Communications Ltd. as described in “Item 7B. Related Party Transactions – Repurchase of Shares from Founding Israeli Shareholders”. As a result the shareholdings of Hutchison increased to 52.15%.

***Other***

On April 18, 2005, 11,585,513 ADSs (equivalent to 11,585,513 ordinary shares or approximately 6.27% of the total outstanding ordinary shares) were outstanding and held of record by 32 registered holders in the United States. Additionally, on April 18, 2005, there were approximately 8 holders of record of our ordinary shares. Of these holders, none had a registered address in the United States, although 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.

As described above, we are controlled by Hutchison. As far as we know, there are no arrangements that might result in a change in our control.