

# Scailex Corporation Ltd.

("Scailex" or "the Company")

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Tel: 03-9057730 Fax: 03-9300424

January 21, 2013

To  
Israel Securities Authority  
22 Kanfei Nesharim St.  
Jerusalem 95464  
(Via Magna)

To  
Tel-Aviv Stock Exchange Ltd.  
54 Ahad Ha'am St.  
Tel-Aviv 65202  
(Via Magna)

Dear Sir/Madam,

**Re: Agreement for the sale of a portion of Partner shares owned by the Company- receipt  
of the Minister of Communications' approval**

(Immediate Report pursuant to Regulation 36(A) of the Securities Regulations (Periodic and Immediate Reports), 5730 - 1970)

Further to the Immediate Report filed by the Company on November 30, 2012 (reference no.: 2012-01-297369; this reference constitutes inclusion by way of referral) ("the **Original Report**"), concerning its engagement in an agreement on that date ("the **Purchase Agreement**") with S.B. Israel Telecom Ltd. ("the **Buyer**"), an Israeli special-purpose vehicle (SPV) that is wholly owned (100%) by Saban Capital Group, according to which the Company will sell to the Buyer a portion of Partner shares owned by the Company, all being pursuant to the conditions specified in the Purchase Agreement, the principal provisions of which are described in the Original Report; and further to the Immediate Report filed by the Company on December 12, 2012 (reference no.: 2012-01-308136; this reference constitutes inclusion by way of referral), in which the Company reported certain updates with respect to the Purchase Agreement, including with respect to the dates set forth therein, and with respect to accounting, tax and cash flow implications of the Purchase Agreement; and further to the Immediate Report filed by the Company on December 24, 2012 (reference no.: 2012-01-318807; this reference constitutes inclusion by way of referral), in which the Company furnished updates with respect to the fulfillment of some of the suspending conditions that are required for the completion of the Purchase Agreement, which are specified in section 4(a) of the Original Report: the approval of the holders of the public notes, approval of Mizrahi Tefahot Bank Ltd. and clarification that the transaction, set forth in the Purchase Agreement, is not subject to the approval of the Antitrust Commissioner and does not require a report to him -

The Company is pleased to announce that on January 21, 2013, the approval of the Minister of Communications was received (see section 4 (a) of the Original Report), and thus all of the suspending conditions with respect to third party approvals have been fulfilled, which are required for the completion of the transaction on the Consummation Date (as defined in the Original Report), excluding additional ancillary approvals (with respect to the licenses in the Judea and Samaria area), which are expected to be received in the next few days. Accordingly,

the Company and the Buyer are preparing to complete the Purchase Agreement in the next few days (Closing), in accordance with the conditions of the Purchase Agreement, as set forth in the Original Report.

**Sincerely,**

**Scailex Corporation Ltd.**

by: Mr. Yahel Shachar, C.E.O.