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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2019

B COMMUNICATIONS LTD.  
(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 5250301, Israel  
(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

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B COMMUNICATIONS LTD.

EXPLANATORY NOTE

The following exhibit is attached:

99.1 [Bezeq Investor Presentation - March 2019.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

B COMMUNICATIONS LTD.  
(Registrant)

Date: March 31, 2019

By: /s/ Ami Barlev  
Ami Barlev  
Chief Executive Officer

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
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# BEZEQ INVESTOR PRESENTATION

March 28, 2019

Eyes on the future



# Forward-Looking Information and Statement

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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 Bezeq 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 Bezeq. The presentation does not constitute a recommendation or opinion or substitute for the discretion of any investor.

# Bezeq - Largest Telecom Group in Israel



Revenues of NIS 9.3 billion



Adjusted EBITDA of NIS 3.5 billion



1.8 million fixed access lines



2.2 million cellular subscribers



Rating - 'AA.il'



574,000 Pay-TV customers



1.6 million broadband lines



Bezeq

# Bezeq Group Strategy

The Bezeq Group is implementing a comprehensive strategic plan that includes significant steps towards streamlining and improving business performance. The program addresses the challenges faced by the Group and the future needs that are emerging in the telecommunications market environment, taking into consideration the complex regulatory limitations imposed on the Company

- ▶ Significant decisions on all core issues of the Group for future years - investment in ultra-fast Internet infrastructure, deployment of 5G, migration from satellite to IP-based TV platform
- ▶ Maintaining Bezeq as a strong and financially sound company
- ▶ Business oriented examination - lines, focus, and models of the Group companies
- ▶ Focus on streamlining, improving performance and profitability

**Working on all of the above while taking a "360" view of all stakeholders and ensuring transparency and corporate governance**





# Bezeq Fixed-Line



# Bezeq Fixed-Line – Focus on Customer Premises

Bezeq Fixed-Line is putting the customer's home at the center and is working to deepen the customer experience through a variety of services

- ▶ Strengthening the wireless network at the customer's home
  - ▶ **BE router** - Since its launch in April 2018, more than 150 thousand customers have upgraded to the BE router (about 15% of total Bezeq broadband retail lines)
  - ▶ **BE and Bspot** services significantly reduce churn (a 50% decrease)
- ▶ Expansion of the basket of services and launching of new products and value added services (sensors, etc.) In addition, Bezeq leads in business solutions and serves ~180,000 SMEs in Israel

Broadband Retail ARPU (NIS)



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Bezeq Fixed-Line recently entered the terminal equipment market - in the first stage through the sale of smartphones and in the future, the offering will expand to additional end-user equipment

In Israel there is a significant market for terminal equipment. The smartphone market alone is estimated at more than 3 million handsets sold each year at annual sales of NIS 6-7 billion



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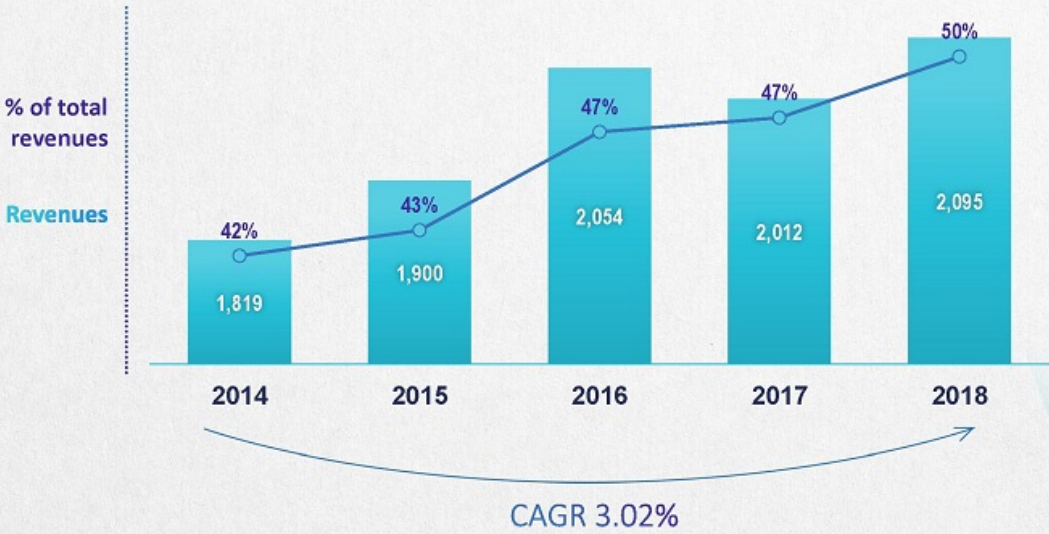


\* Source: GFK Market Research



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Bezeq is advancing its services in the business sector while providing innovative solutions to its customers





# Bezeq Fixed-Line - Employee Streamlining

## Actions Taken

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### 2018

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## Plan

The Company intends to take advantage of the total potential of the retirement plan that has not yet been approved for hundreds of additional employees under the terms of the current collective agreement (until 2021)

Concurrently with the annual savings, we expect a continued average wage creep of 3% of the salary of the remaining employees

Employee retirement costs are expected to be lower in the future as a result of the provision in 2018 for all of the transferred employees

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# Subsidiaries

yes.

 Bezeq  
International

 Telephone

 | 13  
Bezeq

# Bezeq



Servicing ~ 4m customers per day

# Maximizing Synergies in Subsidiaries - Pelephone, yes, Bezeq International

## Actions Taken

### Transition to integrated management team -

Streamlining decision-making processes, while saving millions of shekels per year

Reduction of hundreds of employees in 2H 2018  
Savings of ~ 40% in salary expenses

Financial savings due to joint purchasing - one advertising agency for all three companies

Signing of a collective arrangement in yes for streamlining and synergies - enables retirement of 325 employees as well as the non-recruitment of additional employees over the agreement period

## Current

Negotiations with Pelephone and Bezeq International labor unions for reductions in the workforce and realization of synergies



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Adapting the offering to the customer, similar to Israeli and worldwide trends for a comprehensive telecom solution

Cross-selling - Improve marketing capability for customers who do not currently receive service from the three companies

One point of contact with the customer - improve service and reduce churn

Maximizing synergies of the various distribution and service channels of the three companies - ONE STOP SHOP

Streamlining in salaries and other operating expenses. Improved processes and joint purchasing





## Telephone - Subscriber Growth

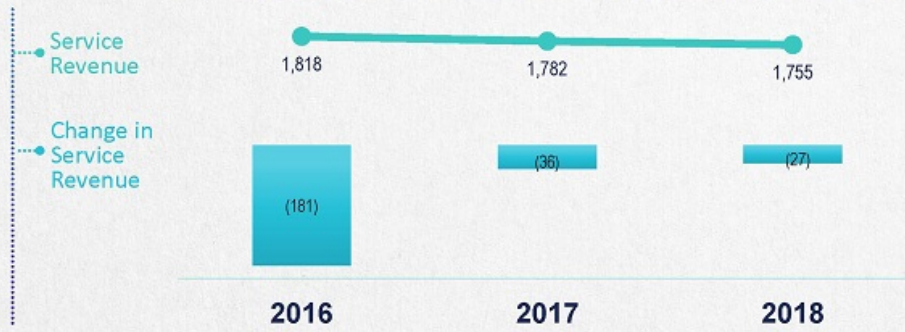
Postpaid Subscribers (thousands)





# Stabilizing Revenues in Pelephone

Revenues from Services and Change vs. Corresponding Period (NIS millions)

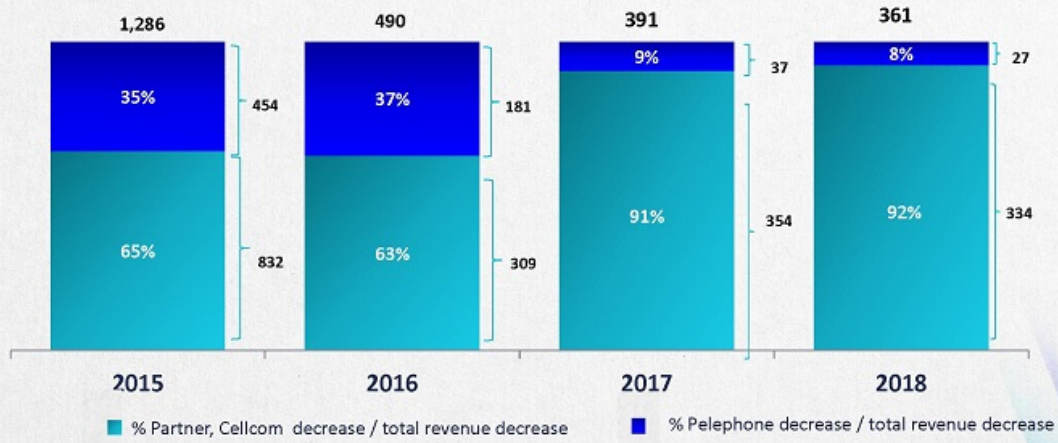


2018 was characterized by an additional rise in competition in the cellular market with the entrance of another operator. Pelephone successfully stemmed the erosion in revenues from services



# Stabilizing Revenues in Telephone

Decrease in revenues from services of the three incumbent operators\* |NIS millions



**In the stormy mobile market, Pelephone successfully reduced the erosion in revenues from services compared to its competitors**

\*Source: Company reports



# Pelephone - Growth alongside Innovation



## Growth in subscriber base

- Subscriber growth for 3 consecutive years
- Wide retail distribution
- Moderating rate of decline in revenues from services over the years
- Advanced cellular network in Israel

## Innovation

Connected Cars, PTT, IoT, Big Data, Cyber, Cloud, ESIM







## Pelephone – Continuing to Accelerate Speeds

Pelephone has deployed MIMO 4X4 and Beam Forming technologies nationwide which are available with only a small number of operators worldwide. The technologies enable innovative and high-quality network at high speeds

5G is expected to bring customers high broadband speeds, as well as support for a greater number of devices connected to the network

Pelephone is preparing for the entry of 5G into Israel, both in terms of the allocation of frequencies and the planning of its core network, subject to the MOC tender

## Bezeq International - Leading ISP in Israel

- 38% market share
- Innovative infrastructures
- Significant player in the business market
- Advanced IP services



**ISP**  
**NGN**  
PRIVATENGIN

Ownership of  
submarine cable as  
competitive edge

**Growth Engine - Triple Play of STINGTV + Internet (ISP + Infrastructure)**

## Bezeq International - Wide Range of Services for Private and Business Markets

ICT



Business Solutions

- ▶ Growth engines for private and business markets: cyber; a wide range of cloud solutions; business solutions; DR storage and backup
- ▶ Business integration for a wide circle of customers in the business and public sectors (many of them over the years) - the largest player in the field
- ▶ Server farms and managed services
  - ▶ Wide distribution of data centers
  - ▶ Expanding managed solutions for customers through an advanced server farm network, cloud services, and business applications
  - ▶ Professional services in the areas of installation; service and project management in cyber security networking and systems

Business Solutions - Bezeq International is a significant player in a growing market



# yes. | yes - Israel's Favorite Content Brand\*



In March 2019  
yes won 21  
awards at the  
Israeli Academy  
Awards



**Best Content:**  
Original, varied and high  
quality, First class  
international content

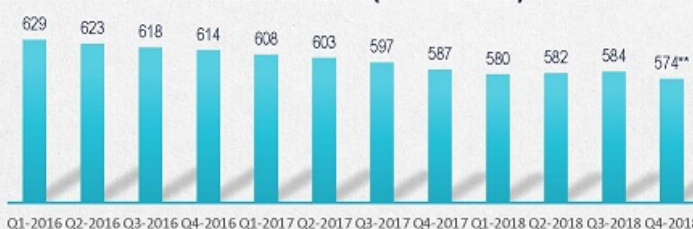


Brand with the highest  
customer satisfaction



Quality viewing  
experience

Subscribers\*\* (in thousands)



\*According to the Globes index of 2018  
\*\*Includes a retroactive adjustment of  
7,000 subscribers due to a change in  
the definition of a business subscriber



## yes. | yes STING TV - OTT Platform for Low Cost Market

- ▶ Growing brand that appeals to new audiences
- ▶ Full digital interface
- ▶ High quality content from yes
- ▶ Triple play with Bezeq International



yes.

## Transition to IP Broadcasting to Enhance Viewing Experience and Reduce Costs

yes will implement a gradual process of migration from satellite to IP broadcasting as part of the emerging trends in the sector and the transfer of operations over the Group's infrastructure

The IP platform enables a significant upgrade of the viewing experience with advanced product features such as an intuitive, personal user experience with advanced viewing capabilities derived from cloud technology

- ▶ Over the next few years, yes will gradually replace set top boxes until full transition to IP service
  - ▶ The fixed cost for satellite infrastructure will be replaced by the use of the Group's infrastructures
  - ▶ Logistical flexibility and decreased expenses - acquisition of set top boxes, installation and service costs
  - ▶ Shelf STBs to replace tailor made - flexible operating system for the customer



# Cancellation of Structural Separation

- ▶ The cancellation of the structural separation is anchored in a policy document published by the Minister of Communications in 2012 and is based on the recommendations of the Hayek Committee. In the Company's opinion all the conditions justify and require the cancellation of the structural separation in accordance with this policy document
- ▶ Over the years, the Company has approached the Ministry of Communications several times, and in view of the prolonged absence of a decision, in February 2019, Bezeq filed a petition with the High Court of Justice against the Ministry of Communications to immediately cancel the structural separation
- ▶ Cancellation of the structural separation will enable the Company to save on operating expenses, while significantly improving service and customer experience as well as utilization of the deferred tax asset
- ▶ Establishment of Partnerships – as an interim step until the cancellation of the structural separation. The Company is examining the establishment of partnerships for each subsidiary and is in discussions with the Income Tax Authority and the Ministry of Communications



# Financial Results

# Bezeq Group Revenues | (NIS millions)



## Bezeq Group Adjusted EBITDA | (NIS millions)



\* After adjusting for other expenses/income and effect of early adoption of IFRS 16

# Bezeq Group Net Profit/Adjusted Net Profit\* | (NIS millions)

Decrease in 2018 Net Profit:

- ▶ Loss from impairment (mainly yes) - NIS 1.675 billion
- ▶ Early retirement provision - NIS 559 million



\* After adjusting for other expenses/income and effect of early adoption of IFRS 16



Bezeq Group Free Cash Flow | (NIS millions)





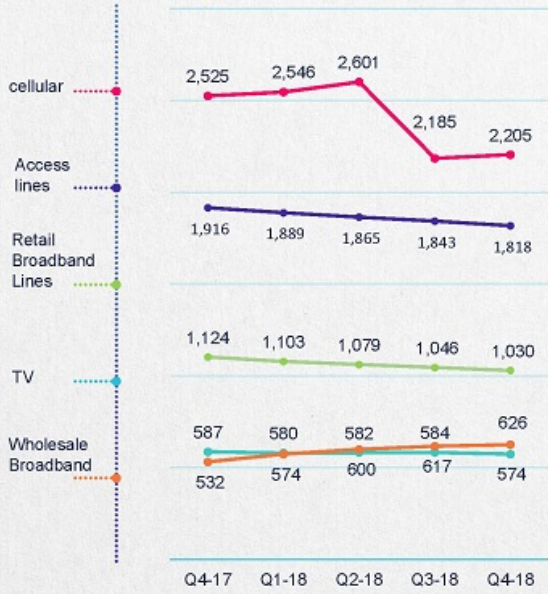
# Bezeq Group CAPEX | (NIS millions)

Continued investments will maintain the future leadership and operational efficiency of the Bezeq Group



# Bezeq Group KPIs

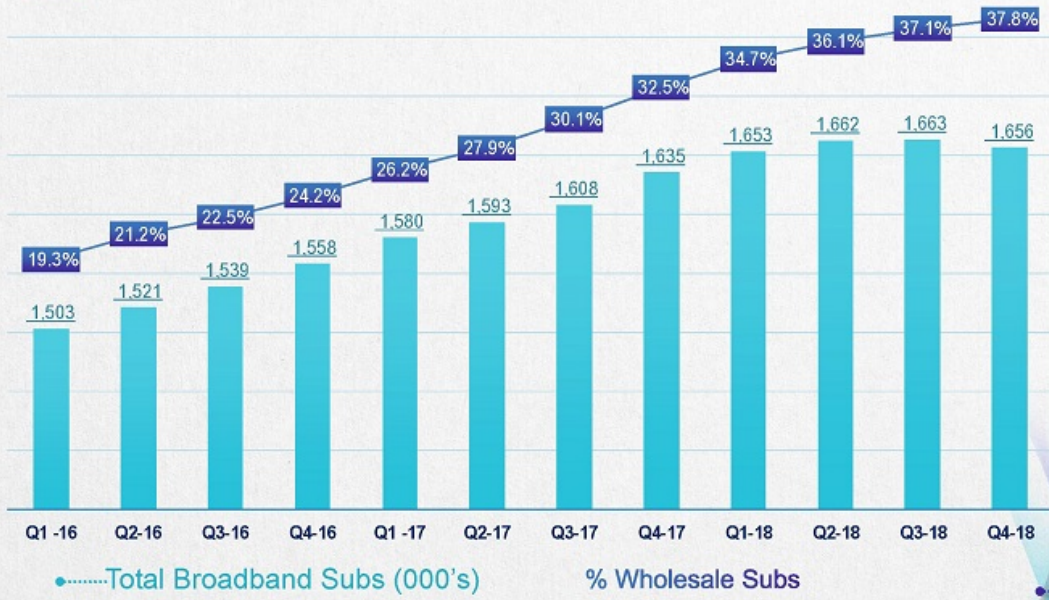
## Subscribers (end of quarter, in thousands)



## ARPU (NIS per month)



# Broadband Internet Trends



# Financial Issues

Debt



Dividend Policy



2019 Guidance





# Financial Debt

▶ Bezeq's responsible and prudent management of all financial aspects of the Company will solidify its financial strength and provide flexibility with its existing debt

▶ **Principles of financial debt management:**

- I. Seek to maintain prudent debt coverage ratios and a AA rating
- II. Reduce the level of financial debt and increase financial flexibility by extending average debt durations
- III. Operate with high cash balances

## Change in Dividend Policy

- ▶ On March 27, 2019, the Company's Board of Directors resolved to cancel the Company's dividend distribution policy, which was recently updated on March 6, 2018. The decision was made from a position of clarity and transparency vis-a-vis shareholders and the circumstances that emerged due to the impossibility of distributing a dividend as a result of the expected failure to meet the "profit test" in the next two years. Accordingly, the Board of Directors decided that it would not be appropriate to maintain a dividend policy when in practice it is not effective
- ▶ The cancellation of the dividend policy will not prevent the Company's Board of Directors from examining from time to time the distribution of dividends to the Company's shareholders, taking into consideration, among other factors, the provisions of the law, the state of the Company's business and its capital structure, and the need to maintain a balance between ensuring the Company's financial strength and stability and the continued creation of value to the shareholders of the Company, all of which are subject to the approval of the general meeting of shareholders of the Company with respect to each specific distribution, as prescribed in the Company's Articles of Association



# Bezeq Group - 2019 Guidance

Below is the Bezeq Group's outlook for 2019, based on the existing information known to the Bezeq Group today:

- ▶ **Net profit attributable to shareholders:** Approximately NIS 900 million - NIS 1.0 billion
- ▶ **EBITDA:** Approximately NIS 3.9 billion
- ▶ **CAPEX\*:** Approximately NIS 1.7 billion

*The Company's forecasts in this section are forward-looking information, as defined in the Securities Law. The forecasts are based on the Company's estimates, assumptions and expectations and do not include the effects of the provision for early retirement of employees and the signing of collective labor agreements in the Group, including the collective labor agreement with DBS (see immediate report dated March 14, 2019), and do not include the effects, if any, of the cancellation of the Group's structural separation and the merger with the subsidiary companies and everything involved therein in 2019. The Group's forecasts are based, inter alia, on its estimates regarding the structure of competition in the telecommunications market and regulation in this sector, the economic situation and accordingly, the Group's ability to implement its plans in 2019. Actual results may differ from these estimates taking note of changes which may occur in the foregoing, in business conditions, and the effects of regulatory decisions, technology changes, developments in the structure of the telecommunications market, and so forth, or the realization of one or more of the risk factors listed in the Periodic Report of 2018.*

*The Company shall report, as required, deviations of more/less than 10% of the range and amounts stated in the forecast*

*\*CAPEX - payments for investments in fixed and intangible assets*



# Increase in Registered Share Capital

- ▶ The Board of Directors approved the convening of a general meeting of shareholders for which the agenda will include the approval of the increase of the Company's registered share capital by one billion shares of NIS 1 par value each, as a preliminary step towards a potential capital raising of NIS 1-2 billion through a rights offering, subject to the necessary decisions and approvals
- ▶ In so far as it is implemented, the rights issuance is expected to enable a faster reduction in debt, an improvement in coverage ratios, maintenance of a high credit rating, and financial flexibility for investment and operational activities, etc
- ▶ As of this date, the publication of a prospectus and the execution of funding has not yet been approved, and there is no certainty that capital will be raised and at what timing, structure or terms



# Thank You

For more information please visit  
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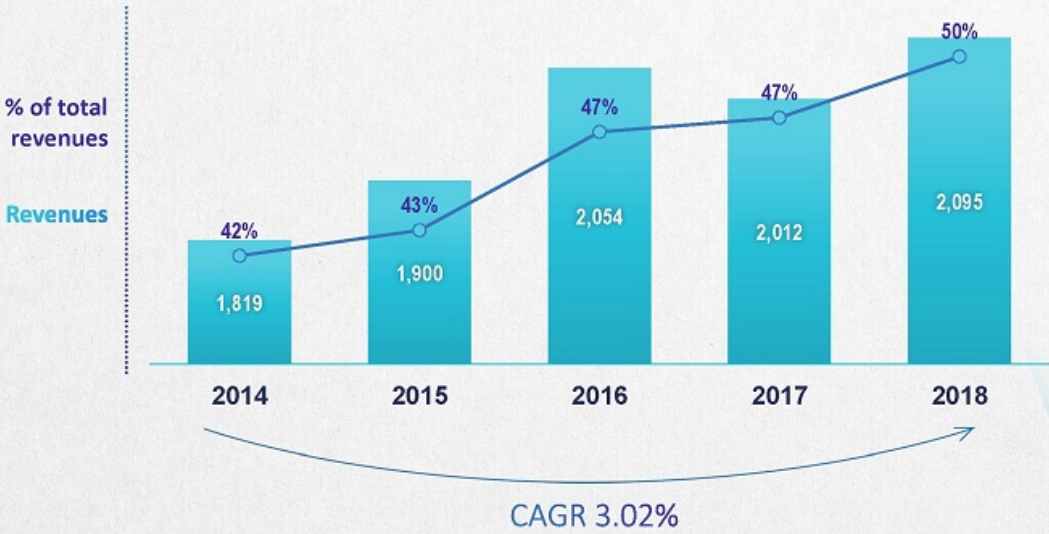
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Streamlining in salaries and other operating expenses. Improved processes and joint purchasing



# Telephone - Subscriber Growth

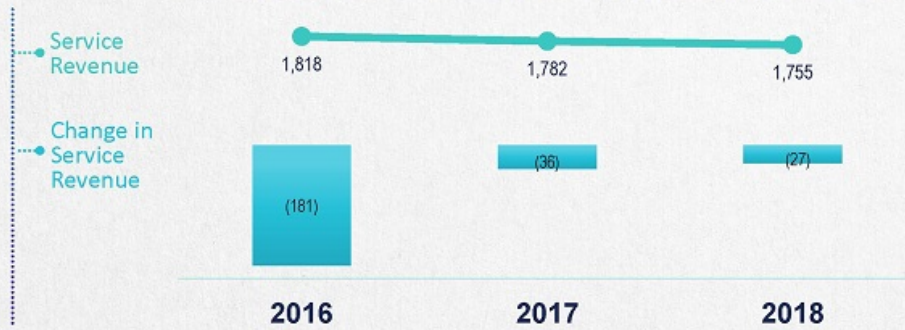
Postpaid Subscribers (thousands)





# Stabilizing Revenues in Pelephone

Revenues from Services and Change vs. Corresponding Period (NIS millions)

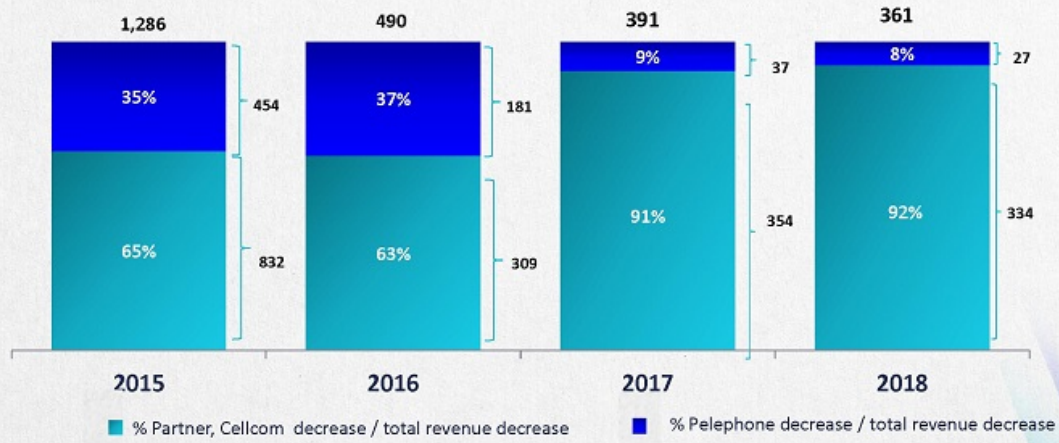


2018 was characterized by an additional rise in competition in the cellular market with the entrance of another operator. Pelephone successfully stemmed the erosion in revenues from services



# Stabilizing Revenues in Telephone

Decrease in revenues from services of the three incumbent operators\* |NIS millions



**In the stormy mobile market, Pelephone successfully reduced the erosion in revenues from services compared to its competitors**

\*Source: Company reports





# Pelephone - Growth alongside Innovation



## Growth in subscriber base

- Subscriber growth for 3 consecutive years
- Wide retail distribution
- Moderating rate of decline in revenues from services over the years
- Advanced cellular network in Israel

## Innovation

Connected Cars, PTT, IoT, Big Data, Cyber, Cloud, ESIM





## Pelephone – Continuing to Accelerate Speeds

Pelephone has deployed MIMO 4X4 and Beam Forming technologies nationwide which are available with only a small number of operators worldwide. The technologies enable innovative and high-quality network at high speeds

5G is expected to bring customers high broadband speeds, as well as support for a greater number of devices connected to the network

Pelephone is preparing for the entry of 5G into Israel, both in terms of the allocation of frequencies and the planning of its core network, subject to the MOC tender

## Bezeq International - Leading ISP in Israel

- 38% market share
- Innovative infrastructures
- Significant player in the business market
- Advanced IP services



**ISP**  
**NGN**  
PRIVATENGIN

Ownership of  
submarine cable as  
competitive edge

**Growth Engine - Triple Play of STINGTV + Internet (ISP + Infrastructure)**



## Bezeq International - Wide Range of Services for Private and Business Markets

ICT



Business Solutions

- ▶ Growth engines for private and business markets: cyber; a wide range of cloud solutions; business solutions; DR storage and backup
- ▶ Business integration for a wide circle of customers in the business and public sectors (many of them over the years) - the largest player in the field
- ▶ Server farms and managed services
  - ▶ Wide distribution of data centers
  - ▶ Expanding managed solutions for customers through an advanced server farm network, cloud services, and business applications
  - ▶ Professional services in the areas of installation; service and project management in cyber security networking and systems

Business Solutions - Bezeq International is a significant player in a growing market



# yes. | yes - Israel's Favorite Content Brand\*



In March 2019  
yes won 21  
awards at the  
Israeli Academy  
Awards



**Best Content:**  
Original, varied and high  
quality, First class  
international content



Brand with the highest  
customer satisfaction



Quality viewing  
experience

Subscribers\*\* (in thousands)



\*According to the Globes index of 2018  
\*\*Includes a retroactive adjustment of  
7,000 subscribers due to a change in  
the definition of a business subscriber

## yes. | yes STING TV - OTT Platform for Low Cost Market

- ▶ Growing brand that appeals to new audiences
- ▶ Full digital interface
- ▶ High quality content from yes
- ▶ Triple play with Bezeq International



yes.

## Transition to IP Broadcasting to Enhance Viewing Experience and Reduce Costs

yes will implement a gradual process of migration from satellite to IP broadcasting as part of the emerging trends in the sector and the transfer of operations over the Group's infrastructure

The IP platform enables a significant upgrade of the viewing experience with advanced product features such as an intuitive, personal user experience with advanced viewing capabilities derived from cloud technology

- ▶ Over the next few years, yes will gradually replace set top boxes until full transition to IP service
  - ▶ The fixed cost for satellite infrastructure will be replaced by the use of the Group's infrastructures
  - ▶ Logistical flexibility and decreased expenses - acquisition of set top boxes, installation and service costs
  - ▶ Shelf STBs to replace tailor made - flexible operating system for the customer





# Cancellation of Structural Separation

- ▶ The cancellation of the structural separation is anchored in a policy document published by the Minister of Communications in 2012 and is based on the recommendations of the Hayek Committee. In the Company's opinion all the conditions justify and require the cancellation of the structural separation in accordance with this policy document
- ▶ Over the years, the Company has approached the Ministry of Communications several times, and in view of the prolonged absence of a decision, in February 2019, Bezeq filed a petition with the High Court of Justice against the Ministry of Communications to immediately cancel the structural separation
- ▶ Cancellation of the structural separation will enable the Company to save on operating expenses, while significantly improving service and customer experience as well as utilization of the deferred tax asset
- ▶ Establishment of Partnerships – as an interim step until the cancellation of the structural separation. The Company is examining the establishment of partnerships for each subsidiary and is in discussions with the Income Tax Authority and the Ministry of Communications



# Financial Results

## Bezeq Group Revenues | (NIS millions)



## Bezeq Group Adjusted EBITDA | (NIS millions)



\* After adjusting for other expenses/income and effect of early adoption of IFRS 16

# Bezeq Group Net Profit/Adjusted Net Profit\* | (NIS millions)

Decrease in 2018 Net Profit:

- ▶ Loss from impairment (mainly yes) - NIS 1.675 billion
- ▶ Early retirement provision - NIS 559 million



\* After adjusting for other expenses/income and effect of early adoption of IFRS 16



Bezeq Group Free Cash Flow | (NIS millions)



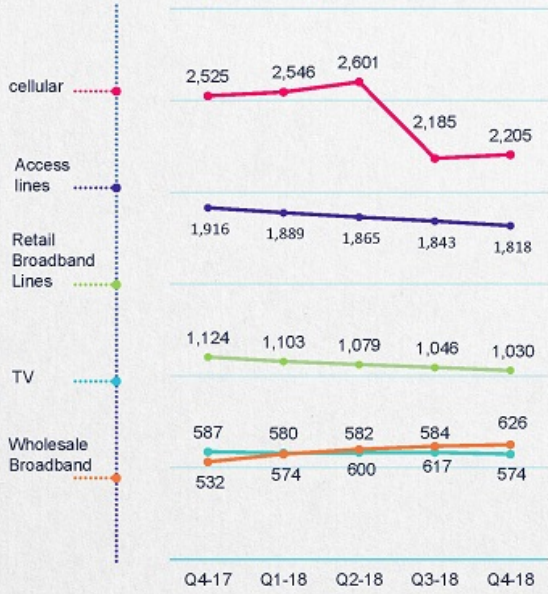
# Bezeq Group CAPEX | (NIS millions)

Continued investments will maintain the future leadership and operational efficiency of the Bezeq Group



# Bezeq Group KPIs

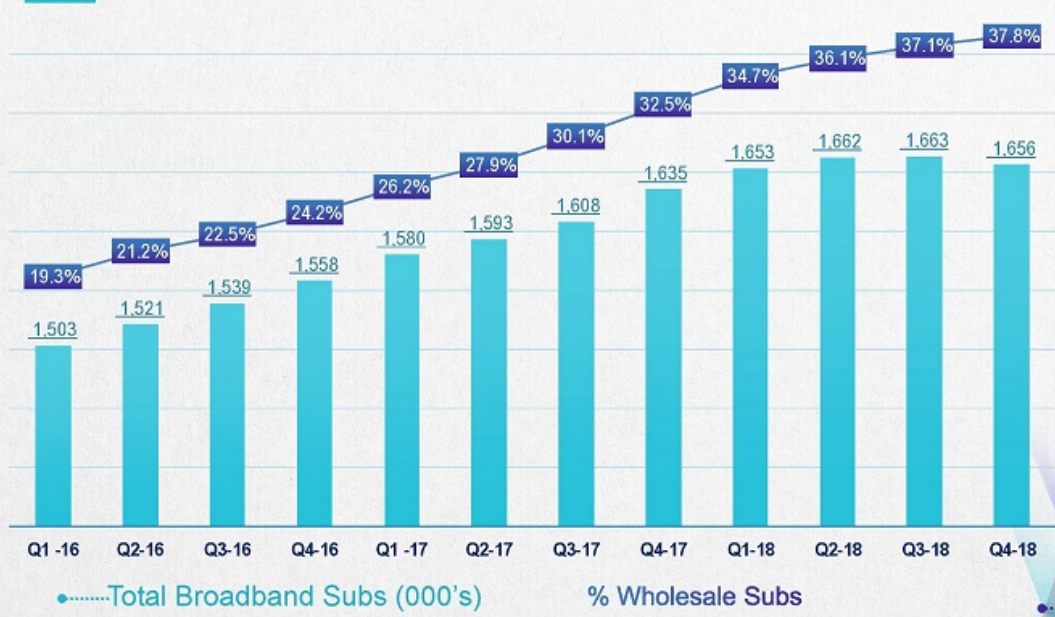
## Subscribers (end of quarter, in thousands)



## ARPU (NIS per month)



# Broadband Internet Trends





# Financial Issues

Debt



Dividend Policy



2019 Guidance



# Financial Debt

▶ Bezeq's responsible and prudent management of all financial aspects of the Company will solidify its financial strength and provide flexibility with its existing debt

▶ **Principles of financial debt management:**

- I. Seek to maintain prudent debt coverage ratios and a AA rating
- II. Reduce the level of financial debt and increase financial flexibility by extending average debt durations
- III. Operate with high cash balances

## Change in Dividend Policy

- ▶ On March 27, 2019, the Company's Board of Directors resolved to cancel the Company's dividend distribution policy, which was recently updated on March 6, 2018. The decision was made from a position of clarity and transparency vis-a-vis shareholders and the circumstances that emerged due to the impossibility of distributing a dividend as a result of the expected failure to meet the "profit test" in the next two years. Accordingly, the Board of Directors decided that it would not be appropriate to maintain a dividend policy when in practice it is not effective
- ▶ The cancellation of the dividend policy will not prevent the Company's Board of Directors from examining from time to time the distribution of dividends to the Company's shareholders, taking into consideration, among other factors, the provisions of the law, the state of the Company's business and its capital structure, and the need to maintain a balance between ensuring the Company's financial strength and stability and the continued creation of value to the shareholders of the Company, all of which are subject to the approval of the general meeting of shareholders of the Company with respect to each specific distribution, as prescribed in the Company's Articles of Association





# Bezeq Group - 2019 Guidance

Below is the Bezeq Group's outlook for 2019, based on the existing information known to the Bezeq Group today:

- ▶ **Net profit attributable to shareholders:** Approximately NIS 900 million - NIS 1.0 billion
- ▶ **EBITDA:** Approximately NIS 3.9 billion
- ▶ **CAPEX\*:** Approximately NIS 1.7 billion

*The Company's forecasts in this section are forward-looking information, as defined in the Securities Law. The forecasts are based on the Company's estimates, assumptions and expectations and do not include the effects of the provision for early retirement of employees and the signing of collective labor agreements in the Group, including the collective labor agreement with DBS (see immediate report dated March 14, 2019), and do not include the effects, if any, of the cancellation of the Group's structural separation and the merger with the subsidiary companies and everything involved therein in 2019. The Group's forecasts are based, inter alia, on its estimates regarding the structure of competition in the telecommunications market and regulation in this sector, the economic situation and accordingly, the Group's ability to implement its plans in 2019. Actual results may differ from these estimates taking note of changes which may occur in the foregoing, in business conditions, and the effects of regulatory decisions, technology changes, developments in the structure of the telecommunications market, and so forth, or the realization of one or more of the risk factors listed in the Periodic Report of 2018.*

*The Company shall report, as required, deviations of more/less than 10% of the range and amounts stated in the forecast*

*\*CAPEX - payments for investments in fixed and intangible assets*



## Increase in Registered Share Capital

- ▶ The Board of Directors approved the convening of a general meeting of shareholders for which the agenda will include the approval of the increase of the Company's registered share capital by one billion shares of NIS 1 par value each, as a preliminary step towards a potential capital raising of NIS 1-2 billion through a rights offering, subject to the necessary decisions and approvals
- ▶ In so far as it is implemented, the rights issuance is expected to enable a faster reduction in debt, an improvement in coverage ratios, maintenance of a high credit rating, and financial flexibility for investment and operational activities, etc
- ▶ As of this date, the publication of a prospectus and the execution of funding has not yet been approved, and there is no certainty that capital will be raised and at what timing, structure or terms

# Thank You

For more information please visit  
[ir.bezeq.co.il](http://ir.bezeq.co.il)

