



Investor Presentation

November 2021

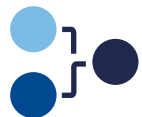
Forward-Looking Statements

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 (~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 9.68

Stock Price

51.4%

LTV (spot)

**NIS 1.62
Billion**

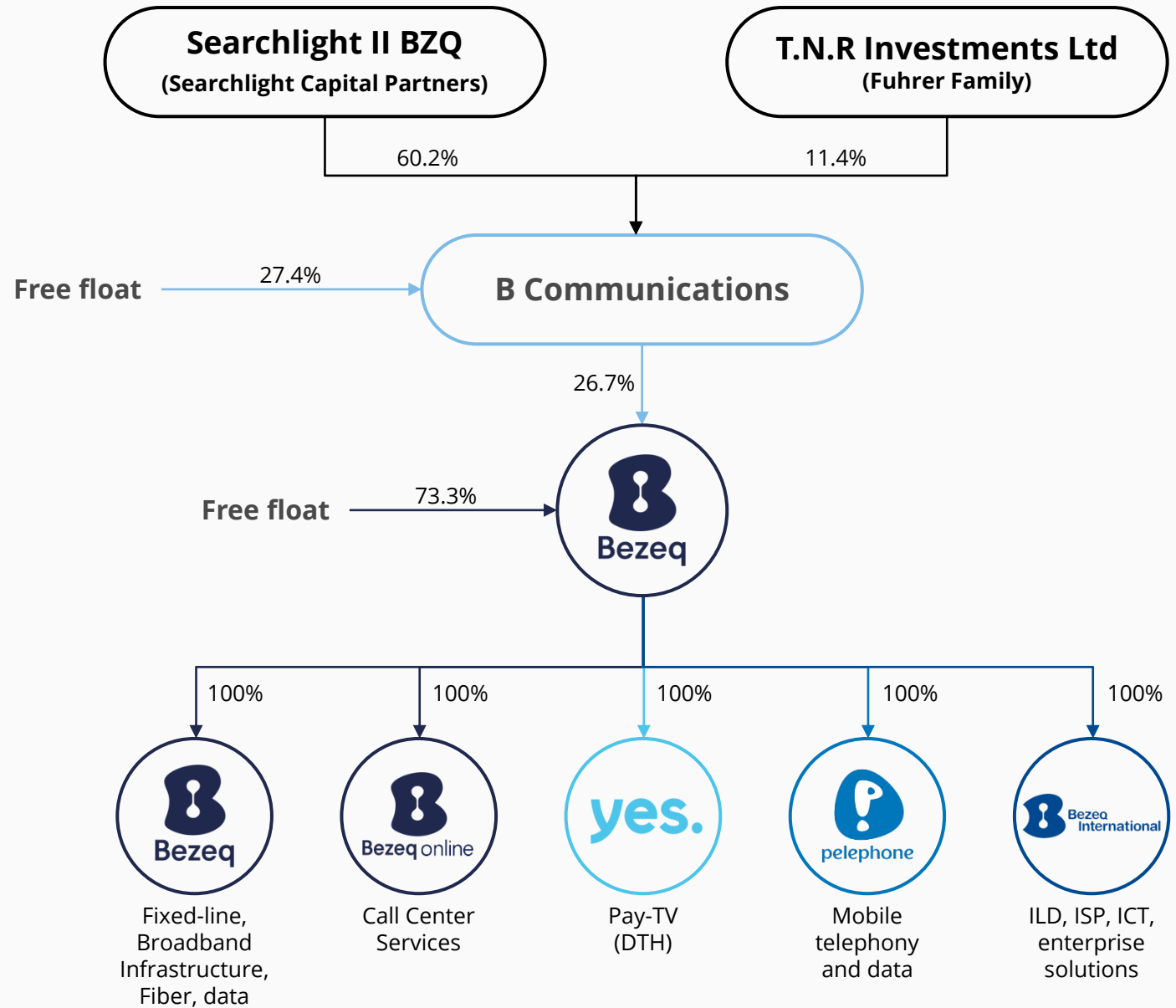
NAV

**NIS 3.34
Billion**

Value of Holdings in Bezeq

As of November 29, 2021

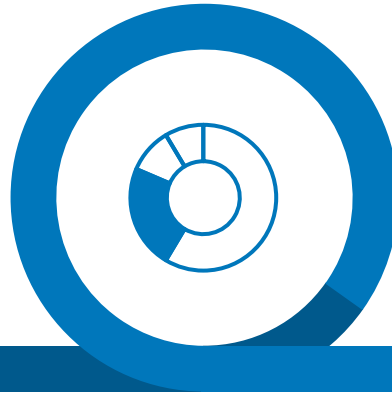
Group Structure



Investment Highlights



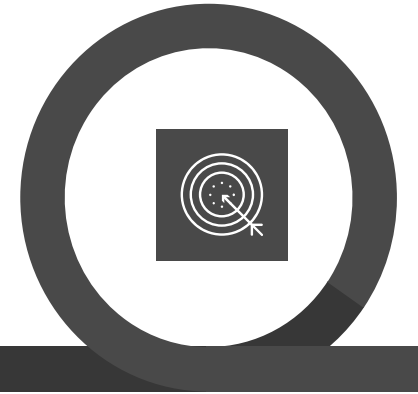
Experienced Controlling Shareholders Leading Israel's Largest Telecom Group, in Both Residential and Business Markets



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 – Business Strategy

01

Fiber as growth engine

Bezeq is leading the fiber revolution in Israel. Within the next few years, most Israeli homes will have access to fiber

02

yes as a 'triple-play' growth engine to accelerate fiber growth

The merger of Bezeq international's consumer division with yes' TV business is expected to enable marketing of a TV and Internet bundle whilst migrating yes into Full IP

03

5G as revenue growth driver

Pelephone is leading the 5G revolution in Israel and within the next few years most of its subscriber base is expected to move to 5G, while increasing data usage and contributing to ARPU growth

04

Establishment of a leading ICT company

Bezeq International's ICT division will become an independent company focused on the growing areas of the ICT market: migration to the public cloud and cyber security services

05

Business portfolio diversification to create additional growth sources

The group will identify opportunities for entry into new adjacent areas which are relevant to its core capabilities

06

Maintain balanced capital structure and return to dividend distribution

The group strives to return to dividend distribution while maintaining an optimal leverage and credit rating within the AA group

Creation of significant growth engines while continuing streamlining process

4

Searchlight Capital Partners



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, 160over90, 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 as 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.

BCOM 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) *	4.52
No. of Bezeq shares (mm)	2,765.5
Bezeq's market cap (NIS mm) *	12,495

BCOM's NAV & LTV	NIS Millions
Market value of BCOM's holdings in Bezeq	3,340
BCOM's net debt **	1,717
BCOM's NAV	1,623
LTV (Spot)	51.4%

NAV vs Market:	NIS
BCOM's share price based on NAV	13.95
BCOM's market price*	9.68
NAV Premium to Market (%)	44%

* Market figures are as of November 29, 2021.

** Net debt figures are as of September 30, 2021.

In the event of future sale of Bezeq shares, the Company does not expect to incur significant tax expenses if any.



Debt Capitalization Summary

	Series C	Series F
Par Value (NIS mm)	1,652 *	394
Coupon	3.85%	3.65%
Maturity	30/11/2024 (Bullet)	30/11/2026 (Bullet)
YTM (November 29, 2021)	2.78%	3.15%
Financial Covenant	LTV	LTV
Currency / Linkage	NIS, not-linked	NIS, not-linked
Pledge	1 st Lien	1 st Lien

* BCOM holds NIS ~19mm par value of Series C bonds



b.com
group

Thank You