UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission file number 0-30862

CERAGON NETWORKS LTD.
(Exact Name of Registrant as Specified in Its Charter)

Israel
(Jurisdiction of Incorporation or Organization)
24 Raoul Wallenberg Street, Tel Aviv 69719, Israel
(Address of Principal Executive Offices)
Nisan Ben-Hamo (+972) 3-543-1231 (tel.), (+972) 3-543-1600 (fax), 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel
(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange of Which Registered
Ordinary Shares, Par Value NIS 0.01	Nasdaq Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 52,457,168 Ordinary Shares, NIS 0.01 par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☑

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer ☐ Accelerated filer ☑ Non-accelerated filer ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☑

International Financial Reporting Standards as issued by the International Accounting Standards Board ☐

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☑

TABLE OF CONTENTS

INTRODUCTION

Definitions

In this annual report, unless the context otherwise requires:

- references to “Ceragon,” the “Company,” “us,” “we” and “our” refer to Ceragon Networks Ltd. (the “Registrant”), an Israeli company, and its consolidated subsidiaries;
- references to “ordinary shares,” “our shares” and similar expressions refer to the Registrant’s Ordinary Shares, NIS 0.01 nominal (par) value per share;
- references to “dollars,” “U.S. dollars” and “$” are to United States Dollars;
- references to “shekels” and “NIS” are to New Israeli Shekels, the Israeli currency;
- references to the “Companies Law” are to Israel’s Companies Law, 5759-1999 and regulations promulgated thereunder;
- references to the “SEC” are to the United States Securities and Exchange Commission; and
- references to the "Nasdaq Rules" are to rules of the Nasdaq Global Select Market.

Cautionary Statement Regarding Forward-Looking Statements

This annual report includes certain statements that are intended to be, and are hereby identified as, “forward-looking statements” for the purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future events.

Forward-looking statements can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “anticipate,” “estimate,” “continue,” “believe” or other similar expressions, but are not the only way these statements are identified. These statements discuss future expectations, plans and events, contain projections of results of operations or of financial condition or state other “forward-looking” information. When a forward-looking statement includes an underlying assumption, we caution that, while we believe the assumption to be reasonable and make it in good faith, assumed facts almost always vary from actual results, and the difference between a forward-looking statement and actual results can be material. Forward-looking statements may be found in Item 4: “Information on the Company” and Item 5: “Operating and Financial Review and Prospects” and in this annual report generally. Our actual results could differ materially from those anticipated in these statements as a result of various factors, including all the risks discussed in “Risk Factors” and other cautionary statements in this annual report. All of our forward-looking statements are qualified by and should be read in conjunction with those disclosures. Except as may be required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties, and assumptions, the forward-looking events discussed in this annual report might not occur.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

Selected Financial Data

The selected financial data set forth in the table below have been derived from our audited historical financial statements for each of the years from 2010 to 2014. The selected consolidated statement of operations data for the years 2012, 2013 and 2014, and the selected consolidated balance sheet data at December 31, 2013 and 2014, have been derived from our audited consolidated financial statements set forth in Item 18: "FINANCIAL STATEMENTS." The selected consolidated statement of operations data for the years 2010 and 2011 and the selected consolidated balance sheet data at December 31, 2010, 2011 and 2012, have been derived from our previously published audited consolidated financial statements, which are not included in this annual report. This selected financial data should be read in conjunction with our consolidated financial statements and are qualified entirely by reference to such consolidated financial statements. We prepare our consolidated financial statements in U.S. dollars and in accordance with United States Generally Accepted Accounting Principles ("U.S. GAAP"). You should read the consolidated financial data with the section of this annual report entitled Item 5: "Operating and Financial Review and Prospects" and our consolidated financial statements and the notes to those financial statements included elsewhere in this annual report.

	Year ended December 31,				
Consolidated Statement of Operations Data:	**2010**	**2011**	**2012**	**2013**	**2014**
	(In thousands, except share and per share data)				
Revenues	$ 249,852	$ 445,269	$ 446,651	$ 361,772	$ 371,112
Cost of revenues	160,470	323,191	308,354	249,543	286,670
Gross profit	89,382	122,078	138,297	112,229	84,442
Operating expenses:					
Research and development	25,115	50,456	47,487	42,962	35,004
Selling and marketing	37,179	81,716	77,326	67,743	56,059
General and administrative.	12,328	26,524	27,519	26,757	23,657
Restructuring costs	--	7,834	4,608	9,345	6,816
Goodwill impairment	--	--	--	--	14,765
Other income (loss)	--	--	--	(7,657)	(19,827)
Acquisition related cost	775	4,919	--	--	--
Total operating expenses	75,397	171,449	156,940	139,150	116,474
Operating income (loss)	13,985	(49,371)	(18,643)	(26,921)	(32,032)
Financial income, (expense) net	1,255	(2,024)	(3,547)	(14,018)	(37,946)
Income (loss) before taxes	15,240	(51,395)	(22,190)	(40,939)	(69,978)
Tax benefit (taxes on income)	(1,178)	(2,259)	(1,201)	(6,539)	(6,501)
Net income (loss)	14,062	(53,654)	(23,391)	(47,478)	(76,479)
Basic net earnings (loss) per share	$ 0.40	$ (1.49)	$ (0.64)	$ (1.23)	$ (1.22)
Diluted net earnings (loss) per share	$ 0.38	$ (1.49)	$ (0.64)	$ (1.23)	$ (1.22)
Weighted average number of shares used in computing basic earnings (loss) per share	34,854,657	35,975,434	36,457,989	38,519,606	62,518,602
Weighted average number of shares used in computing diluted earnings (loss) per share	36,564,830	35,975,434	36,457,989	38,519,606	62,518,602

	At December 31,				
	2010	2011	2012	2013	2014
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents, short and long term bank deposits, short and long term marketable securities	$ 81,533	$ 49,531	$ 51,589	$ 52,337	$ 42,371
Working capital	167,509	154,987	129,407	106,765	87,748
Total assets	287,182	411,158	393,596	365,971	341,873
Total long term liabilities	8,600	76,664	69,767	52,498	31,822
Shareholders' equity	204,169	161,051	143,709	135,078	104,552

Risk Factors

The following risk factors, among others, could affect our business, results of operations or financial condition and cause our actual results to differ materially from those expressed in forward-looking statements made by us. These forward-looking statements are based on current expectations and we assume no obligation to update this information. You should carefully consider the risks described below, in addition to the other information contained elsewhere in this annual report. The following risk factors are not the only risk factors that the Company faces. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. Our business, financial condition and results of operations could be seriously harmed if any of the events underlying any of these risks or uncertainties actually occur. In that event, the market price for our ordinary shares could decline.

Risks Relating to Our Business

We have incurred substantial net losses and negative operating cash flows over the past three years and we cannot assure you that we will successfully achieve profitability and positive operating cash flows.

We incurred substantial net losses over the past three years. Our net losses were $23.4 million, $47.5 million and $76.5 million for the years ended December 31, 2012, 2013 and 2014, respectively. The Company has had and continues to experience, significant fluctuations in its working capital needs and has generated net operating cash flow of $7.2 million, $(29.5) million, and $(32.3) million for the years ended December 31, 2012, 2013, 2014, respectively. Our profitability has been negatively impacted by the decrease in sales revenues in years 2013 and 2014 compared to 2012, a significant decrease in our gross margin in 2014 and significant expenses, costs and charges associated with our organizational restructuring activities in 2012, 2013 and 2014.

We are focusing on our innovative IP-20 platform to increase our revenues while making efforts to increase our gross margins and efficiency and control costs in order to enhance our profitability. However, we cannot be certain that the introduction of the IP-20 platform and these actions or others that we may take in the future will result in growth in revenue, operating profitability or net income or improved operating cash flow in subsequent periods.

Fluctuating working capital needs may require additional or alternate cash resources. If we are unable to obtain such resources our ability to fund operations could be impaired.

We have experienced significant fluctuations in liquidity and in our working capital needs. Our working capital needs are primarily impacted by the volume of our business and its profitability, our payment terms with our vendors and customers and the level of inventory we need to maintain in order to meet our contractual obligations.

We believe that our cash resources can support our business plan for at least the next 12 months; nevertheless changes and fluctuations in the above elements may require additional cash. Should our cash needs increase; we may need to raise additional funds through public or private debt or equity offerings. If we are not able to raise other capital or borrow additional funds, we may not be able to fund our working capital and operational needs which would have a material adverse effect on our business, financial condition, results of operations and cash flow.

However, our credit facility from our syndicate of banks provides for a gradual reduction of the maximum amount of loans from $63.5 million to $50 million by February 28, 2016. In addition, as our credit facility period ends at June 30, 2016, we will have to extend the credit facility agreement or replace it with another financing arrangement in order to support the operations beyond June 30, 2016. Our inability to extend this credit facility under terms applicable to our business plans or to find alternate sources for it may have material adverse effect on our business, financial condition, results of operations and cash flow.

We could be adversely affected by our failure to comply with the covenants in our credit agreement or by the failure of any bank to provide us with credit under committed credit facilities.

We have a committed credit facility available for our use from a syndicate of four banks. Our credit agreement contains financial and other covenants requiring that we maintain, among other things, a certain ratio between our shareholders' equity and the total value of our assets on our balance sheet, a certain ratio between our net financial debt to each of our working capital and accounts receivable, and a minimum cash covenant. Any failure to comply with the covenants, including due to poor financial performance, may constitute a default under the credit agreement and may require us to seek an amendment or waiver from the banks to avoid termination of their commitments and/or an immediate repayment of all outstanding amounts under the credit facilities which would have a material adverse effect on our financial condition and ability to operate. In addition, the payment may be accelerated and the credit facility may be cancelled upon an event in which a current or future shareholder acquires control (as defined under Israel Securities Law) of us. For more information, please refer to Item 5: "OPERATING AND FINANCIAL REVIEW AND PROSPECTS; Liquidity and Capital Resources".

In addition, the credit facility is provided by the syndication with each bank agreeing severally (and not jointly) to make its agreed portion of the credit loans to us in accordance with the terms of the credit loan agreement, which includes a framework for joint decision making powers by the banks. If one or more of the banks providing the committed credit facility were to default on its obligation to fund its commitment, the portion of the committed facility provided by such defaulting bank would not be available to us.

Due to the volume of our sales in emerging markets, we are susceptible to a number of political, economic and regulatory risks that could have a material adverse effect on our business, reputation, financial condition and results of operations.

A majority of our sales are made in countries in Latin America, Africa, India and Asia Pacific. For each of the years ended December 31, 2013 and 2014, sales in these regions accounted for approximately 73% of our revenues. As a result, the occurrence of any international, political, regulatory or economic events in these regions could adversely affect our business and result in significant revenue shortfalls and collection risk. Any such revenue shortfalls and/or collection risk could have a material adverse effect on our business, financial condition and results of operations. For example, in 2011, following the regulatory investigation in the Indian telecommunications market, which culminated in the revocation by the Supreme Court of India in 2012 of a large number of licenses and radio frequency spectrum, sales by vendors, including us, to telecommunications operators in India significantly decreased in 2013 and in the first half of 2014. In addition, substantial import controls into Argentina are currently in effect under which we need to obtain tax and customs authorities' approvals for import activities. To date we have been able to obtain all required approvals, but we cannot assure you that more stringent requirements will not be imposed in the future. Due to the continued Venezuelan government policy that limits our customers' ability to pay for imported goods in foreign currency, our revenue from Venezuela has decreased significantly in 2014. In addition we have recorded in 2014 a charge of $20.5 million to reflect a re-measurement of assets in Venezuela, primarily accounts receivables, which were denominated or linked to the U.S. dollars. We have no assurance that current conditions will not further deteriorate or that similar conditions will not occur in other developing countries, which might adversely affect our sales in these countries and/or our ability to collect the proceeds from such sales in the future. The following are some of the risks and challenges that we face doing business internationally, several of which are more likely in the emerging markets than in other countries:

- unexpected changes in or enforcement of regulatory requirements, including security regulations relating to international terrorism and hacking concerns and regulations related to licensing and allocation processes;
- unexpected changes in or imposition of tax or customs levies;
- fluctuations in foreign currency exchange rates;
- restrictions on currency and cash repatriation;
- imposition of tariffs and other barriers and restrictions;
- burden of complying with a variety of foreign laws including foreign import restrictions which may be applicable to our products;
- difficulties in protecting intellectual property;
- laws and business practices favoring local competitors;
- demand for high-volume purchases with discounted prices;
- collection delays and uncertainties;
- civil unrest, war and acts of terrorism;
- requirements to do business in local currency; and
- requirements to do manufacture or purchase locally;

In addition, local business practices in jurisdictions in which we operate, and particularly in emerging markets, may be inconsistent with international regulatory requirements, such as anti-corruption and anti-bribery regulations to which we are subject. It is possible that, notwithstanding our policies and in violation of our instructions, some of our employees, subcontractors, agents or partners may violate such legal and regulatory requirements, which may expose us to criminal or civil enforcement actions. If we fail to comply with such legal and regulatory requirements, our business and reputation may be harmed.

We face intense competition from other wireless equipment providers. If we fail to compete effectively, our business, financial condition and result of operations would be materially adversely affected.

The market for wireless equipment is rapidly evolving, fragmented, highly competitive and subject to rapid technological change. Increased competition, which may differ from region to region, in the wireless equipment market could result in requirements to provide financing packages to our customers, reduced demand for our products, price reductions or reduced gross margins, any of which could seriously harm our business and results of operations. Our primary competitors include industry “generalists” such as Alcatel-Lucent, Fujitsu Limited, Huawei Technologies Co., Ltd., L.M. Ericsson Telephone Company, NEC Corporation, Nokia Solutions and Networks B.V. (NSN) and ZTE Corporation. In addition to these primary competitors, a number of smaller “specialists” microwave communications equipment suppliers, including Aviat Networks, DragonWave Inc., and SIAE Microelectronica S.p.A., offer or are developing products that compete with our products. Some of our competitors are original equipment manufacturers through whom we market and sell our products, which means that our business success may depend on these competitors to some extent.

Most of our principal competitors are substantially larger than we are and have longer operating histories and greater financial, sales, service, marketing, distribution, technical, manufacturing and other resources than we have. They also have greater name recognition and a larger customer base than we have. Many of these competitors have well-established relationships with our current and potential customers, have extensive knowledge of our target markets, and have begun to focus more on selling services and bundling the entire network as a full-package offering. As a result, our competitors may be able to respond more quickly to changes in customer requirements and evolving industry standards and to devote greater resources to the development, promotion and sale of their products than we can. In addition, our competitors, especially those from China, may be able to offer customers financing that would increase the attractiveness of their products in comparison to ours.

Additionally, the telecommunications equipment industry has experienced significant consolidation among its participants, and we expect this trend to continue. Examples include our acquisition of Nera Networks AS (“Nera”) in January 2011 (the “Nera Acquisition”) and the 2012 acquisition by DragonWave of the microwave division of NSN, which itself was formed as a joint venture between Nokia and Siemens. Other examples include the mergers of Alcatel and Lucent and the wireless divisions of Harris and Stratex Networks, and the acquisition by Ericsson of Marconi. These consolidations have increased the size and thus the competitive resources of these companies. In the future, current and potential competitors may make additional strategic acquisitions or establish cooperative relationships among themselves or with third parties that may allow them to increase their market share and competitive position.

We expect to face increasing competitive pressures in the future. If we are unable to compete effectively, our business, financial condition and results of operations would be materially adversely affected.

If we fail to effectively manage deliveries of our products, we may be unable to timely fulfill our customer commitments, which would adversely affect our business and results of operations. Technical problems in our relatively new product line, may adversely affect our ramping up ability.

We outsource substantially all our manufacturing operations and purchase ancillary equipment to our products from contract and other independent manufacturers and other third parties. If we fail to effectively manage and synchronize our deliveries from all these sources to the customer, if we underestimate our production requirements which could interrupt manufacturing or if one or more of the contract and other independent manufacturers or other third parties does not fully comply with their contractual obligations or experience delays, disruptions or component procurement problems, then our ability to deliver complete product orders to our customers or otherwise fulfill our contractual obligations to our customers could be delayed or impaired, could result in higher manufacturing costs, could damage to customer relationships or could result in our payment of penalties to our customers, which would adversely affect our business, financial results and customer relationships.

In addition, our current product line, the IP-20 is relatively new and from time to time we still face technical problems which delay our deliveries. Any such technical problems may adversely affect our ramping up ability and may cause us to incur additional manufacturing costs or decrease our revenues and may have a material adverse effect on our business.

We have in the past undertaken restructuring activities, most recently announced further restructuring activities in the fourth quarter of 2014, which may adversely impact our operations. We may not realize all of the anticipated benefits of these activities.

We continue to evaluate our business to determine the potential need to realign our resources as we continue to transform our business to achieve desired cost savings in an increasingly competitive market. In prior years, we have undertaken a series of restructurings of our operations. We incurred restructuring charges of $4.6 million and $9.3 million, respectively, in 2012 and 2013. In 2014 we incurred charges of $6.8 million, and a $4.4 million in write-offs of discontinued product inventory primarily related to our most recently announced restructuring activity. We estimate that additional restructuring costs related to 2014 restructuring announcement will be approximately $1 to 2 million during the first half of 2015.

We have based our restructuring efforts on assumptions and plans regarding the appropriate cost structure of our businesses based on our product mix and projected sales among other factors. These assumptions may not be correct and we may not be able to operate in accordance with our plans. If our assumptions are not accurate, we may decide that we must incur additional restructuring charges in the future. Moreover, we cannot assure you that we will realize all or any of the anticipated benefits of any restructuring or that we will not further reduce or otherwise adjust our workforce or exit, or dispose of, certain businesses and product lines. Any decision to further limit investment or exit, or dispose of businesses may result in the recording of additional restructuring charges. As a result, the costs actually incurred in connection with the restructuring efforts may be higher than originally planned and may not lead to the anticipated cost savings or improved results. Further, we may have difficulty attracting and retaining personnel as a result of a perceived risk of future workforce reductions.

A decrease in industry growth or reduction in our customers' revenue from increased regulation or new mobile services may cause operators' investments in networks to slow or stop, harming our business.

We are exposed to changing network models that affect operator spending on infrastructure as well as trends in telecom operators and other service provider's investment cycles. The emergence of over-the-top services, which make use of the operators' network to deliver rich content to users but are not sharing their revenue with the operators, are causing operators to lose a substantial portion of their voice/SMS revenues. In addition, changes in regulatory requirements in certain jurisdictions around the world are allowing smaller operators to enter into, and compete in, the market, which may also reduce our customers' pricing to their end-users further causing them to lose revenues. This is leading operators to spend more carefully on infrastructure upgrades and build-outs. Operators today are revising their old models because adding capacity to meet demand could force them to quadruple their current capital expense investments over the coming years. As a result, operators are looking for more cost-efficient solutions and network architecture that allow them to break the linearity of cost and capacity through more efficient use of existing infrastructure and assets. If operators fail to monetize new services, fail to introduce new business models or experience a decline in operator revenues or profitability, their willingness to invest further in their network systems may decrease which will reduce their demand for our products and services and have an adverse effect on our business, operating results and financial condition.

Our operating results may vary significantly from quarter to quarter and from our expectations for any specific quarter.

Our quarterly results are difficult to predict and may vary significantly from quarter to quarter or from our expectations and guidance for any specific quarter. Most importantly, delays in completing product order delivery or completion of a sale or related services can cause our revenues, net income and operating cash flow to fluctuate significantly from anticipated levels, especially as a large portion of our revenues are traditionally generated towards the end of each quarter. We therefore rely in our quarterly and yearly guidance on orders that we expect to generate during these periods Furthermore, we may reduce prices in specific instances in response to competition or increase spending in order to pursue new market opportunities. Factors such as geographical mix, delivery terms and timeline, product mix, related services mix and other deal terms may differ significantly from our prediction and impact our costs and expenses and cash flow from operations.

The quarterly variation of our operating results, may, in turn, create volatility in the market price for our shares. In addition, our revenues, profitability and cash flow are typically affected by our customers' capital expense, cash flow and acceptance criteria considerations which are subject to fluctuation on a quarterly and yearly basis.

Global competition and current market conditions, including those specifically impacting the telecommunications industry, have resulted in downward pressure on the prices for our products, which could result in reduced revenues, gross margins, profitability and demand for our products and services.

Currently, we and other manufacturers of telecommunications equipment are experiencing, and are likely to continue to experience, increased downward price pressure, particularly as we increase our customer base to include more tier 1 customers and continue to meet market demand in certain emerging markets and other less profitable countries, as a result, we may experience declining average sales prices for our products. Our future profitability will depend upon our ability to improve manufacturing efficiencies, to reduce costs of materials used in our products, and to continue to design to cost and introduce new lower-cost products and product enhancements. Because customers frequently negotiate supply arrangements far in advance of delivery dates, we may be required to commit to price reductions for our products before we are aware of how, or if, cost reductions can be obtained. Current or future price reduction commitments and any inability on our part to respond to increased price competition, in particular from tier 1 customers with higher volumes and stronger negotiating power, could harm our profitability, business, financial condition and results of operations.

Also, following the Nera Acquisition, as a percentage from our total sales, we have increased sales of our products and services in Latin America, a region typically characterized as having strong downward pricing pressures, in response to the rapid build-out of cellular networks in those geographies. For the years ended December 31, 2013 and 2014, 34% and 22% of our revenues were earned in Latin America, respectively. We expect that our revenues from sales of our products in Latin America will continue to constitute a significant portion of our business in the future. In addition, we anticipate continued demand for our sales in India, a country which is historically characterized as having strong downward pricing pressures. Challenging global economic conditions could also have adverse, wide-ranging effects on demand for our products and services and for the products of our customers. The telecommunications industry has experienced downturns in the past in which operators substantially reduced their capital spending on new equipment. Continued adverse economic conditions, which still exist in certain jurisdictions, including certain countries in Europe, could cause network operators to postpone investments or initiate other cost-cutting initiatives to improve their financial position. Over the past several years, network operators have started to share parts of their network infrastructure through cooperation agreements rather than through legal consolidation, which may adversely affect demand for lower cost network equipment. Moreover, the level of demand by operators and other customers who buy our products and services can change quickly and can vary over short periods, including from month to month.

If the current economic situation deteriorates or if the uncertainty and variations in the telecommunications industry continues, our business could be negatively impacted, including in such areas as reduced demand for our products and services, slowed customer buying decisions, pricing pressures, supplier or customer disruptions, or insolvency of certain of our key distributors, resellers, original equipment manufacturers (OEMs) and systems integrators, which could impair our distribution channels, which could reduce our revenues or our ability to collect our accounts receivable and have a material adverse effect on our financial condition and results of operations.

On December 15, 2014 we announced certain steps in order to accelerate our return to profitability. Some of these steps included managing the revenue mix more carefully, and seeking revised pricing, payment and other terms on new orders in certain situations. These steps may impact our market share and as a result may adversely affect our revenue and results of operation.

We face intense competition from other communications solutions that compete with our high-capacity point-to-point wireless products, which could reduce demand for our products and have a material adverse effect on our business and results of operations.

Our products compete with other high-speed communications solutions, including fiber optic lines and other wireless technologies. Some of these technologies utilize existing installed infrastructure and have achieved significantly greater market acceptance and penetration than high-capacity point-to-point wireless technologies. Moreover, as more and more data demands are imposed on existing network frameworks and because of consolidation of fixed and mobile operators, operators may be more motivated to invest in more expensive high-speed fiber optic networks to meet current needs and remain competitive.

Some of the principal disadvantages of high capacity, point-to-point wireless technologies that may make other technologies more appealing include suboptimal operations in extreme weather conditions and limitations in connection with the need to establish line of sight between antennas.

In addition, customers may decide to use transmission frequencies for which we do not offer products.

To the extent that these competing communications solutions reduce demand for our high-capacity point-to-point wireless transmission products, there may be a material adverse effect on our business and results of operations.

Consolidation of our potential customer base could harm our business.

The increasing trend toward mergers in the telecommunications industry has resulted in the consolidation of our potential customer base. In situations where an existing customer consolidates with another industry participant which uses a competitor's products, our sales to that existing customer could be reduced or eliminated completely to the extent that the consolidated entity decides to adopt the competing products. Further, consolidation of our potential customer base could result in purchasing decision delays as consolidating customers integrate their operations and could generally reduce our opportunities to win new customers to the extent that the number of potential customers decreases. Moreover, some of our potential customers have agreed to share networks which results in less network equipment and associated services required and a decrease in the overall size of the market. Recently, network operators have started to share parts of their network infrastructure through cooperation agreements rather than legal consolidations, which may adversely affect demand for network equipment and could harm our revenues and gross margins.

We rely on a limited number of contract manufacturers to manufacture our products and if they experience delays, disruptions, quality control problems or a loss in capacity, it could materially adversely affect our operating results.

While a small portion of our manufacturing has been performed in our production facility in Slovakia, we outsource substantially all of our manufacturing processes to a limited number of contract manufacturers that are located in Israel, Malaysia, Singapore and the Philippines. We do not have long-term contracts with any of these contract manufacturers. From time to time, we have experienced and may in the future experience delays in shipments from these contract manufacturers. As part of our continued effort to reduce costs and the recent restructuring announcement on December 15, 2014, on March 18, 2015 we signed a contract with a certain contract manufacturer to outsource our production facility in Slovakia. The production transfer to the new manufacturer will take place during 2015, as a result we may experience more delays in shipment as well as quality issues than normal until ramp up and knowledge transfer is completed.

Although we believe that our contract manufacturers have sufficient economic incentive to perform our manufacturing, the resources devoted to these activities are not within our control, and we cannot assure you that manufacturing problems will not occur in the future. Our recent negative cash flows and uncertainties regarding our liquidity have, and may continue to, raise concerns with manufacturers, resulting in their revising or limiting our credit or payment terms which could result in production delays. In addition, the operations of our contract manufacturers are not under our control, and may themselves in the future experience manufacturing problems, including inferior quality and insufficient quantities of components. These delays, disruptions, quality control problems and loss in capacity could result in delays in deliveries of our product to our customers, which could subject us to penalties payable to our customers, increased warranty costs and possible cancellation of orders. If our contract manufacturers experience financial, operational, manufacturing capacity or other difficulties, or shortages in components required for manufacturing, our supply may be disrupted and we may be required to seek alternate manufacturers. We may be unable to secure alternate manufacturers that meet our needs in a timely and cost-effective manner. In addition, some of our contract manufacturers have granted us licenses with respect to certain technology that is used in a number of our products. If we change contract manufacturers, we may be required to renegotiate these licenses or redesign some of our products, either of which could increase our cost of revenues and cause product delivery delays. If we change manufacturers, during the transition period, we may be more likely to face delays, disruptions, quality control problems and loss in capacity, and our sales, profits and customer relationships may suffer.

Our international operations expose us to the risk of fluctuation in currency exchange rates and restrictions related to foreign currency exchange controls.

Although we derive a significant portion of our revenues in U.S. dollars, a portion of our U.S. dollar revenues are derived from customers operating in local currencies which are different from the U.S. dollar. Therefore, devaluation in the local currencies of our customers relative to the U.S. dollar could cause our customers to cancel or decrease orders or delay payment. In addition, part of our revenues from customers are in non-U.S. dollar currencies, therefore we are exposed to the risk of devaluation of such currencies relative to the dollar which could have a negative impact on our revenues. We are also subject to other foreign currency risks including repatriation restrictions in certain countries, particularly in Latin America. See also the risk of "*Due to the volume of our sales in emerging markets, we are susceptible to a number of political, economic and regulatory risks that could have a material adverse effect on our business, reputation, financial condition and results of operations"*

A substantial portion of our expenses are denominated in New Israeli Shekels, and to a lesser extent, other non-U.S. dollar currencies. Our NIS-denominated expenses consist principally of salaries and related costs and related personnel expenses. We anticipate that a portion of our expenses will continue to be denominated in NIS. In 2014, the NIS continued to fluctuate in comparison to the U.S. dollar, with the NIS depreciating by 12% against the U.S. dollar for that year. If the U.S. dollar weakens against the NIS in the future, there will be a negative impact on our results of operations.

In some cases, we are paid in non-U.S. dollar currencies or maintain monetary assets in non-U.S. dollar currencies, which could affect our reported results of operations. Also our cash balances in certain countries, especially in cases where conversion to U.S. dollars and repatriation of these cash reserves is restricted or impossible, may be devaluated significantly which could have a material adverse effect on our financial condition. In addition, we have assets and liabilities that are denominated in non-U.S. dollar currencies. Therefore, significant fluctuation in these other currencies could have significant effect on our results.

We use derivative financial instruments, such as foreign exchange forward contracts, to mitigate the risk of changes in foreign exchange rates on balance sheet accounts and forecast cash flows. We do not use derivative financial instruments or other "hedging" techniques to cover all of our potential exposure and may not purchase derivative instruments adequate to insulate ourselves from foreign currency exchange risks. In some countries, we are unable to use "hedging" techniques to mitigate our risks because hedging options are not available for certain government restricted currencies. During 2014, we incurred losses in the amount of $9.9 million as a result of exchange rate fluctuations that have not been offset in full by our hedging strategy. The volatility in the foreign currency markets may make it challenging to hedge our foreign currency exposures effectively.

Some of our competitors can benefit from currency fluctuations as their costs and expenses are primarily denominated in currencies other than the U.S. dollars. In case the U.S. dollar strengthens against these currencies they might offer their products and services for a lower price and take market share from us, which might adversely affect our business, result of operation and financial condition.

We are dependent upon sales of our single family of products into one principal market. Any reduction in demand for these products in this market would cause our revenues to decrease.

We design, develop, manufacture and sell nearly all of our products to meet high-capacity point-to-point wireless backhaul needs. Nearly all of our revenues are generated from sales of our single portfolio of products. We expect sales of our single portfolio of products to continue to account for a substantial majority of our revenues for the foreseeable future. As a result, we are more likely to be adversely affected by a reduction in demand for point-to-point wireless backhaul products than companies that sell multiple and diversified product lines or into multiple markets.

We engaged in supplying installation or turn-key projects for our customers. Such long-term projects have inherent additional risks. Problems in executing these turnkey projects, including delays or failure in acceptance testing procedures and other items beyond our control, would have a material adverse effect on our results of operations.

We are engaged in supplying our products as total turn-key projects which include installation and other services for our customers. In this context, we may act as prime contractor and equipment supplier for network build-out projects, providing installation, supervision and commissioning services required for these projects, or we may provide such services and equipment for projects handled by system integrators. As we engage in more turn-key projects, we expect to continue to routinely enter into contracts involving significant amounts to be paid by our customers over time and which often require us to deliver products and services representing an important portion of the contract price before receiving any significant payment from the customer. Once a purchase agreement has been executed, the timing and amount of revenue, if applicable, may remain difficult to predict. The completion of the installation and testing of the customer's networks and the completion of all other suppliers' network elements are subject to the customer's timing and efforts, and other factors outside our control, such as site readiness for installation, availability of power and access to sites, which may prevent us from making predictions of revenue with any certainty. This could cause us to experience substantial period-to-period fluctuations in our results of operations and financial condition.

In addition, typically in turn-key projects we are dependent on the customer to issue acceptance certificates to generate and recognize revenue. In such turn-key projects, we typically bear the risks of loss and damage to our products until the customer has issued an acceptance certificate upon successful completion of acceptance tests. The early deployment of our products during a long-term project reduces our cash flow as we generally collect a significant portion of the contract price after successful completion of an acceptance test. If our products are damaged or stolen, or if the network we install does not pass the acceptance tests or if the customer does not or will not issue an acceptance certificate, the end user or the system integrator, as the case may be, could refuse to pay us any balance owed and we would incur substantial costs, including fees owed to our installation subcontractors, increased insurance premiums, transportation costs, and expenses related to repairing or manufacturing the products. Moreover, in such a case, we may not be able to repossess the equipment, thus suffering additional losses.

If any of the above occurs, we may not be able to generate or recognize revenue and we may incur additional costs, any of which could materially adversely impact our results of operation and financial position.

A single customerand customer grouprepresent a significant portion of our revenues, and if we were to lose this single customer or customer group or experience any material reduction in orders from this single customer or customer group, our revenues and operating results may be adversely affected.

In 2014 we had a single customer which placed large orders that resulted in revenues equaling 16.1% of our total revenues. In the years 2013 and 2012 we had revenues from a single group of affiliated companies that accounted for approximately 15.4% and 11.6%, respectively, of our total revenues. Our sales are generally made from standard purchase orders rather than long-term contracts. Accordingly, these large customers are not obligated to purchase a fixed amount of products or services over any period of time from us and may terminate or reduce their purchases from us at any time without notice or penalty. We therefore have difficulty projecting future revenues from these customers. Based on recent discussions with these customers, we expect the volume of business in 2015 to be significantly lower than in 2014 and 2013. In addition, the customer group purchase or acceptance procedures could vary, as they did in 2012, even significantly. This could have, and has had, an adverse effect on our reported revenues, profitability and cash flow. In addition, the loss of these customers or any material reduction in orders could adversely affect different aspects of our results of operations, including cash flow, and financial position.

We derive a substantial portion of our revenues from fixed-price projects, including our turn-key projects, under which we assume greater financial risk if we fail to accurately estimate the costs of the projects.

We are engaged in supplying turn-key projects, involving fixed-price contracts. We assume greater financial risks on fixed-price projects, which routinely involve the provision of installation and other services, versus equipment –only sales, which do not similarly require us to provide services or require customer acceptance certificates in order for us to recognize revenue. If we miscalculate the resources or time we need for these fixed-price projects, the costs of completing these projects may exceed our original estimates, which would negatively impact our financial condition and results of operations.

We have identified material weakness in our internal control over financial reporting in our legal entity in Brazil as of December 31, 2014. Our failure to establish and maintain effective internal control over financial reporting could result in material misstatements in our financial statements, failure to meet our reporting obligations. This may cause investors to lose confidence in our reported financial information, which could result in the trading price of our common stock to decline.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including the chief executive officer ("CEO") and the chief financial officer ("CFO"), we carried out an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2014, using the criteria established in "Internal Control—Integrated Framework" (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected in a timely manner.

Based on the Company's evaluation, our management, including the CEO and CFO, has identified a material weakness related to our legal entity in Brazil, which accounted for approximately 10% of our total revenue for the year ended December 31 2014, approximately 9% of our total assets as of December 31, 2014, finding that we did not maintain effective controls over our financial reporting and closing procedures as of December 31, 2014. This material weakness resulted from the fact that our accounting and supervisory personnel in Brazil did not have adequate accounting experience to enforce compliance with all the procedures that had been defined to ensure appropriate financial reporting. This deficiency could result in a material misstatement of the annual or interim consolidated financial statements that will not be prevented or detected on a timely basis.

Notwithstanding the identified material weakness, after taking alternate measures to check the appropriateness of financial reporting over the main risk items, our management believes the consolidated financial statements included in this Annual Report fairly represent in all material respects our financial condition, results of operations and cash flows as of and for the periods presented in accordance with U.S. GAAP.

With the oversight of CEO and CFO, we have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness. See also ITEM 15: **"**CONTROLS AND PROCEDURES." If we do not successfully remediate this material weakness and conclude in future periods that our internal controls over financial reporting are effective, we may fail to meet our future reporting obligations on a timely basis, our financial statements may contain material misstatements, our operating results may be negatively impacted, and we may be subject to litigation and regulatory actions, causing investor perceptions to be adversely affected and potentially resulting in a decline in the market price of our common stock. Any internal control or procedure, no matter how well designed and operated, can only provide reasonable assurance of achieving desired control objectives and cannot prevent intentional misconduct or fraud.

Additional tax liabilities could materially adversely affect our results of operations and financial condition.

As a global corporation, we are subject to income and other taxes both in Israel and various foreign jurisdictions. Our domestic and international tax liabilities are subject to the allocation of revenues and expenses in different jurisdictions and the timing of recognizing revenues and expenses. Our tax expense includes estimates or additional tax, which may be incurred for tax exposures and reflects various estimates and assumptions, including assessments of our future earnings that could impact the valuation of our deferred tax assets. From time to time, we are subject to income and other tax audits, the timings of which are unpredictable. Our future results of operations could be adversely affected by changes in our effective tax rate as a result of a change in the mix of earnings in countries with differing statutory tax rates, changes in our overall profitability, changes in tax legislation and rates, changes in generally accepted accounting principles, changes in the valuation of deferred tax assessments and liabilities, the results of audits and examinations of previously filed tax returns and continuing assessments of our tax exposures. While we believe we comply with applicable tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law and assess us with additional taxes. Should we be assessed additional taxes, there could be a material adverse effect on our results of operations and financial condition.

Our business activities in multiple countries may also expose us to withholding tax in those countries. Our inability to meet certain tax regulations related to withholding tax as well as different interpretations applied by the governing tax authorities to those regulations may expose us to additional tax payments and penalties which would have a material adverse impact on our results of operations and financial condition.

Part of our inventory may be written off, which would increase our cost of revenues. In addition, due to inaccurate forecasts, we may be exposed to inventory-related losses on inventories purchased by our contract manufacturers and other suppliers or to increased expenses should unexpected production ramp up be required.

Our contract manufacturers and other suppliers are required to purchase inventory based on manufacturing projections we provide to them. If the actual orders from our customers are lower than these manufacturing projections, our contract manufacturers or other suppliers will have excess inventory of raw materials or finished products which we would be required to purchase. Alternatively, if orders for our products are significantly larger than our planned forecast, we may be required to expedite production and the purchase of raw materials, which may result in increased fees or expenses to our contract manufacturers or other suppliers.

We require our contract manufacturers and other suppliers from time to time to purchase more inventory than is immediately required, and, with respect to our contract manufacturers, to partially assemble components, in order to shorten our delivery time in case of an increase in demand for our products. In the absence of such increase in demand, we may need to make advance payments or compensate our contract manufacturers or other suppliers, as needed. We also may purchase components or raw materials from time to time for use by our contract manufacturers in the manufacturing of our products.

Inventory of raw materials, work in-process or finished products located either at our warehouse or our customers' sites as part of the network build-up may accumulate in the future, and we may encounter losses due to a variety of factors including:

- new generations of products replacing older ones, including changes in products because of technological advances and cost reduction measures; and
- the need of our contract manufacturers to order raw materials that have long lead times and our inability to estimate exact amounts and types of items thus needed, especially with regard to the frequencies in which the final products ordered will operate.

Further, our inventory of finished products located either at our warehouse or our customers' sites as part of a network build-up may accumulate if a customer were to cancel an order or refuse to physically accept delivery of our products, or in turnkey projects which include acceptance tests, refuse to accept the network. The rate of accumulation may increase in a period of economic downturn.

If we fail to accurately predict our manufacturing requirements or forecast customer demand and are required to purchase excess inventory from our contract manufacturers or other suppliers or otherwise compensate our contract manufacturers or other suppliers for purchasing excess inventory, we may incur additional costs of manufacturing and our gross margins and results of operations could be adversely affected. If we overestimate our requirements and actual sales differ materially from these estimates or if we decide to change our product line and/or our product support strategy, our inventory levels may be too high, and inventory may become obsolete or over-stated on our balance sheet. For example in 2014 we recorded a $4.4 million write-off of discontinued product inventory related to our restructuring initiatives. This result would require us to write off inventory, which could adversely affect our results of operations. Alternatively, if we underestimate our requirements and actual orders are significantly larger than our planned forecast, we may be required to accelerate production and purchase of supplies, which may result in additional costs of buying components at an unattractive rate, paying expediting fees and express shipment costs, over time and other manufacturing expenses and our gross margins and results of operations could be adversely affected.

Our sales cycles in connection with competitive bids or to prospective customers are lengthy.

It typically takes from three to twelve months after we first begin discussions with a prospective customer before we receive an order from that customer, if an order is received at all. In some instances, we participate in competitive bids in tenders issued by our customers or prospective customers. These tender processes can continue for many months before a decision is made by the customer. In addition even after the initial decision is made we may be required for a lengthy and extensive testing and integration phase before a final decision to purchase is made. As a result, we are required to devote a substantial amount of time and resources to secure sales. In addition, the lengthy sales cycle results in greater uncertainty with respect to any particular sale, as events may occur during the sales cycle that impact customers' decisions which, in turn, increases the difficulty of forecasting our results of operations.

Our contract manufacturers obtain some of the components included in our products from a limited group of suppliers and, in some cases, single or sole source suppliers. The loss of or problems in any of these suppliers could cause us to experience production and shipment delays and a substantial loss of revenue.

Our contract manufacturers currently obtain key components from a limited number of suppliers. Some of these components are obtained from a single or sole source supplier. Our contract manufacturers' dependence on a single or sole source supplier or on a limited number of suppliers subjects us to the following risks:

- The component suppliers may experience shortages in components and interrupt or delay their shipments to our contract manufacturers. Consequently, these shortages could delay the manufacture of our products and shipments to our customers, which could result in penalties or cancellation of orders for our products.

- The component suppliers could discontinue the manufacture or supply of components used in our systems. In such an event, our contract manufacturers or we may be unable to develop alternative sources for the components necessary to manufacture our products, which could force us to redesign our products. Any such redesign of our products would likely interrupt the manufacturing process and could cause delays in our product shipments. Moreover, a significant modification in our product design may increase our manufacturing costs and bring about lower gross margins.

- The component suppliers may increase component prices significantly at any time and with immediate effect, particularly if demand for certain components increases dramatically in the global market. These price increases would increase component procurement costs and could significantly reduce our gross margins and profitability.

If we do not succeed in developing and marketing new products that keep pace with technological developments, changing industry standards and our customers' needs, we may not be able to grow our business.

The market for our products is characterized by rapid technological advances, changing customer needs and evolving industry standards, as well as increasing pressures to make existing products more cost efficient. Accordingly, our success will depend, among other things, on our ability to develop and market new products or enhance our existing products in a timely manner to keep pace with developments in technology, and customer requirements.

In addition, the wireless equipment industry is subject to rapid change in technological and industry standards. This rapid change, through official standards committees or widespread use by operators, could either render our products obsolete or require us to modify our products resulting in significant investment, both in time and cost, in new technologies, products and solutions. We cannot assure you that we will continue to successfully develop these components and bring them into full production with acceptable reliability, or that any development or production ramp-up will be completed in a timely or cost-effective manner.

We are continuously seeking to develop new products and enhance our existing products. In late 2013 we announced a significant new line of products (IP-20 Platform) which we continue to enhance with newer products and capabilities. Developing new products and product enhancements requires research and development resources. We may not be successful in enhancing our existing products or developing new products in response to technological advances or to satisfy increasingly sophisticated customer needs in a timely and cost-effective manner, which would have a material adverse effect on our ability to grow our business. Moreover, we cannot assure that our newly-announced products will be accepted in the market or will result in profitable sales or that such products will not require additional quality assurance and defect fixing processes.

Our past acquisition activities expose us to risks and liabilities.

The Nera Acquisition was our first acquisition involving significant international operations. In acquiring Nera we undertook a number of identified contingent liabilities of Nera, such as various known litigations with third parties, and other contingent exposures with customers, suppliers and employees, all of which could accumulate to a substantial amount. In addition, we may be exposed to potential tax liabilities worldwide with governmental authorities, which could result in a substantial cost. We also undertook certain exposures for penalties and other financial risks posed by a few of Nera's customers in the event of a default by us due to commercial or political circumstances, which may not be under our control. We assessed these contingent liabilities in the purchase price allocation.

However, our assessment of such contingent liabilities may not have been accurate and we may be exposed to actual payments, which may be significantly higher than we assessed. If we are required to make any actual payment on such potential tax liabilities, this could result in the Nera Acquisition being substantially more expensive than originally estimated and could materially adversely affect our results of operations and financial condition.

Our acquisition activities expose us to risks and liabilities, which could also result in integration problems and adversely affect our business.

Following the Nera Acquisition and other smaller acquisitions, we have increased the size of our operations significantly and intend to continue to explore potential merger or acquisition opportunities. We are unable to predict whether or when any prospective acquisitions will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of our resources and management's attention. The anticipated benefits and cost savings of such mergers and acquisitions or other restructuring may not be realized fully, or at all, or may take longer to realize than expected. Acquisitions involve numerous risks any of which could harm our business, results of operations or the price of our ordinary shares.

We rely on a limited number of contractors as part of our research and development efforts.

We conduct a part of our research and development activities through outside contractors. We depend on our contractors' ability to achieve stated milestones and commercialize our products, and on their ability to cooperate and overcome design difficulties. This reliance is likely to increase as a result of the 2013 and 2014 restructurings, which principally affected our research and development organization in Norway and Israel. Our contractors may experience problems, including the inability to recruit professional personnel, which could delay our research and development process. These delays could:

- increase our research and development expenses;
- delay the introduction of our upgraded and new products to current and prospective customers and our penetration into new markets; and
- adversely affect our ability to compete.

If our contractors fail to perform, we may be unable to secure alternative contractors that meet our needs. Moreover, qualifying new contractors may also increase our research and development expenses.

We sell other manufacturers' products as an original equipment manufacturer, or OEM, which subjects us to various risks that may cause our revenues to decline.

We sell a limited number of products on an OEM basis through relationships with a number of manufacturers. Some of these OEM products enable us to offer a complete solution to some of our customers. These manufacturers have chosen to sell a portion of their systems through us in order to take advantage of our reputation and sales channels. The sale of these OEM products by us depends in part on the quality of these products, the ability of these manufacturers to deliver their products to us on time and their ability to provide both presale and post-sale support. Sales of OEM products by us expose our business to a number of risks, each of which could result in a reduction in the sales of our products. We face the risks of termination of these relationships, technical and financial problems these companies might encounter or the promotion of their products through other channels and turning them into competitors rather than partners. In addition, failure by our OEM manufacturers to deliver their products or discontinue production of their products may cause difficulty to and may have an adverse effect on our business. If any of these risks materialize, we may not be able to develop alternative sources for these OEM products, which may cause us to lose certain customers or a part of their business which would cause our revenues to decline.

If we fail to obtain regulatory approval for our products, or if sufficient radio frequency spectrum is not allocated for use by our products, our ability to market our products may be restricted.

Radio communications are subject to regulation in most jurisdictions and to various international treaties relating to wireless communications equipment and the use of radio frequencies. Generally, our products must conform to a variety of regulatory requirements established to avoid interference among users of transmission frequencies and to permit interconnection of telecommunications equipment. Any delays in compliance with respect to our future products could delay the introduction of those products. Also, these regulatory requirements may change from time to time, which could affect the design and marketing of our products as well as the competition we face from other suppliers' products.

In addition, in most jurisdictions in which we operate, users of our products are generally required to either have a license to operate and provide communications services in the applicable radio frequency or must acquire the right to do so from another license holder. Consequently, our ability to market our products is affected by the allocation of the radio frequency spectrum by governmental authorities, which may be by auction or other regulatory selection. These governmental authorities may not allocate sufficient radio frequency spectrum for use by our products. We may not be successful in obtaining regulatory approval for our products from these authorities and as we develop new products either our products or some of the regulations will need to change to take full advantage of the new product capabilities in some geographies. Historically, in many developed countries, the lack of available radio frequency spectrum has inhibited the growth of wireless telecommunications networks. If sufficient radio spectrum is not allocated for use by our products, our ability to market our products may be restricted which would have a materially adverse effect on our business, financial condition and results of operations. Additionally, regulatory decisions allocating spectrum for use in wireless backhaul at frequencies used by our competitors' products could increase the competition we face.

Other areas of regulation and governmental restrictions, including tariffs on imports and technology controls on exports or regulations related to licensing and allocation processes, could adversely affect our operations and financial results.

Our products are used in critical communications networks which may subject us to significant liability claims.

Because our products are used in critical communications networks, we may be subject to significant liability claims if our products do not work properly. The provisions in our agreements with customers that are intended to limit our exposure to liability claims may not preclude all potential claims. In addition, any insurance policies we have may not adequately limit our exposure with respect to such claims. We warrant to our current customers that our products will operate in accordance with our product specifications. If our products fail to conform to these specifications, our customers could require us to remedy the failure or could assert claims for damages. Liability claims could require us to spend significant time and money in litigation or to pay significant damages. Any such claims, whether or not successful, would be costly and time-consuming to defend, and could divert management's attention and seriously damage our reputation and our business.

Widespread use of wireless products may have health and safety risks.

Our wireless communications products emit electromagnetic radiation. In recent years, there has been publicity regarding the potentially negative direct and indirect health and safety effects of electromagnetic emissions from wireless telephones and other wireless equipment sources, including allegations that these emissions may cause cancer. Health and safety issues related to our products may arise that could lead to litigation or other actions against us or to additional regulation of our products. We may be required to modify our technology and may not be able to do so. We may also be required to pay damages that may reduce our profitability and adversely affect our financial condition. Even if these concerns prove to be baseless, the resulting negative publicity could affect our ability to market these products and, in turn, could harm our business and results of operations. Claims against other wireless equipment suppliers or wireless service providers could adversely affect the demand for our backhaul solutions.

If we are unable to protect our intellectual property rights, our competitive position may be harmed.

Our ability to compete will depend, in part, on our ability to obtain and enforce intellectual property protection for our technology internationally. We currently rely upon a combination of trade secret, trademark and copyright laws, as well as contractual rights, to protect our intellectual property. In connection with the Nera Acquisition, we acquired certain patents and patent applications. However, our patent portfolio may still not be as extensive as those of our competitors. As a result, we may have limited ability to assert any patent rights in negotiations with, or in counterclaiming against, competitors who assert intellectual property rights against us.

We also enter into confidentiality, non-competition and invention assignment agreements with our employees and contractors engaged in our research and development activities, and enter into non-disclosure agreements with our suppliers and certain customers so as to limit access to and disclosure of our proprietary information. We cannot assure you that any steps taken by us will be adequate to deter misappropriation or impede independent third-party development of similar technologies. Moreover, under current law, we may not be able to enforce the non-competition agreements with our employees to their fullest extent.

We cannot assure you that the protection provided to our intellectual property by the laws and courts of foreign nations will be substantially similar to the remedies available under U.S. law. Furthermore, we cannot assure you that third parties will not assert infringement claims against us based on foreign intellectual property rights and laws that are different from those established in the United States. Any such failure or inability to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business, results of operations and financial condition.

Defending against intellectual property infringement claims could be expensive and could disrupt our business.

The wireless equipment industry is characterized by vigorous protection and pursuit of intellectual property rights, which has resulted in often protracted and expensive litigation. We have been exposed to infringement allegations in the past. We may in the future be notified that we are allegedly infringing certain patent or other intellectual property rights of others. Any such litigation or claim could result in substantial costs and diversion of resources. In the event of an adverse result of any such litigation, we could be required to pay substantial damages (including potentially treble damages and attorney's fees should a court find such infringement willful), cease the use and licensing of allegedly infringing technology and the sale of allegedly infringing products and expend significant resources to develop non-infringing technology or to obtain licenses for the infringing technology. We cannot assure you that we would be successful in developing such non-infringing technology or that any license for the infringing technology would be available to us on commercially reasonable terms, if at all.

If we fail to attract and retain qualified personnel, our business, operations and product development efforts may be materially adversely affected.

Our products require sophisticated research and development, marketing and sales, and technical customer support. Our success depends on our ability to attract, train and retain qualified personnel in all these professional areas while also taking into consideration varying geographical needs and cultures. We compete with other companies for personnel in all of these areas, both in terms of profession and geography, and we may not be able to hire sufficient personnel to achieve our goals or support the anticipated growth in our business. The market for the highly-trained personnel we require globally is competitive, due to the limited number of people available with the necessary technical skills and understanding of our products and technology. If we fail to attract and retain qualified personnel due to compensation or other factors, our business, operations and product development efforts would suffer.

Risks Related to Our Common Shares

If we are characterized as a passive foreign investment company, our U.S. shareholders may suffer adverse tax consequences, including higher tax rates and potentially punitive interest charges on certain distributions and on the proceeds of share sales.

We do not believe that for 2014 we were a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. Non-U.S. corporations may generally be characterized as a PFIC for any taxable year, if after applying certain look through rules, either (1) 75% or more of such corporation's gross income is passive income, or (2) at least 50% of the average value of all such corporation's assets are held for the production of, or produce, passive income. If we are characterized as a PFIC, our U.S. shareholders may suffer adverse tax consequences, including having gains realized on the sale of our ordinary shares treated as ordinary income, rather than capital gain income, and having potentially punitive interest charges apply. Similar rules apply to distributions that are "excess distributions."

It is possible that the United States Internal Revenue Service could attempt to treat us as a PFIC for the 2014 year or prior tax years. The tests for determining PFIC status are applied annually and it is difficult to make accurate predictions of our future income, assets, activities and market capitalization, including fluctuations in the price of our ordinary shares, which are relevant to this determination. Accordingly, there can be no assurance that we will not become a PFIC in 2015 or in subsequent years. For a discussion of the rules relating to passive foreign investment companies and related tax consequences, please see the section of this prospectus supplement entitled "U.S. Federal Income Tax Considerations" – "Tax Consequences if we are a Passive Foreign Investment Company."

The price of our ordinary shares is subject to volatility. Such volatility may expose us to class actions against the Company and its senior executives.

The price of our ordinary shares has experienced volatility in the past and may continue to do so in the future. In the two year period ended December 31, 2014, the price of our ordinary shares has ranged from a high of $5.15 per share to a low of $0.93 per share. On December 31, 2013 and 2014, the closing price of our ordinary shares was $2.97 per share and $1.01 per share, respectively. After December 31, 2014 the share price continued to decrease to a low point of $0.88 per share. Other factors that may contribute to wide fluctuations in our market price, many of which are beyond our control, include, but are not limited to:

- announcement of corporate transactions or other events impacting our revenues;
- announcements of technological innovations;
- customer orders or new products or contracts;
- competitors' positions in the market;
- Changes in the Company's estimations regarding looking forward statements and/or announcement of actual results that vary significantly from such estimation;
- changes in financial estimates by securities analysts;
- our earnings releases and the earnings releases of our competitors;
- other announcements, whether by the Company or others, referring to the Company's financial condition results of operations and changes in strategy;
- the general state of the securities markets (with particular emphasis on the technology and Israeli sectors thereof); and
- the general state of the credit markets, the current volatility of which could have an adverse effect on our investments.

In addition to the volatility of the market price of our shares, the stock market in general and the market for technology companies in particular have been highly volatile and at times thinly traded. Investors may not be able to resell their shares following periods of volatility.

On January 6, 2015 the Company was served with a motion to approve a purported class action, naming the Company, its Chief Executive Officer and its directors as defendants. The motion was filed with the District Court of Tel-Aviv. The purported class action alleges breaches of duties by making false and misleading statements in the Company's SEC filings and public statements. The Company believes it has strong defense against these allegations and that the District Court should deny the motion to approve the class action, however, there is no assurance that the Company's position will be accepted by the District Court. In such case the Company may have to divert attention of its executives to deal with this class action as well as incur expenses that may be beyond its insurance coverage for such cases, which cause a risk of loss and expenditures that may adversely affect its financial condition and results of operations.

Due to the size of their shareholdings, Yehuda and Zohar Zisapel have influence over matters requiring shareholder approval.

As of March 31, 2015, Yehuda Zisapel and Nava Zisapel beneficially owned, directly or indirectly, 4.65% of our outstanding ordinary shares; and Zohar Zisapel, our Chairman, beneficially owned, directly or indirectly, 13.9% of our outstanding ordinary shares. Such percentages include options which are exercisable within 60 days of March 31, 2015. Yehuda and Zohar Zisapel, who are brothers, do not have a voting agreement. Regardless, these shareholders may influence the outcome of various actions that require shareholder approval. Yehuda and Nava Zisapel have an agreement which provides for certain coordination in respect of sales of shares of Ceragon as well as for tag along rights with respect to off-market sales of Ceragon.

Provisions of our Articles of Association, Israeli law and financing documents could delay, prevent or make difficult a change of control and therefore depress the price of our shares.

Under certain provisions the Israeli Companies Law, a request of a creditor of a party to the proposed merger to the court may delay or prevent a merger. Further, a merger generally may not be completed until the passage of certain time periods. In certain circumstances, an acquisition of shares in a public company must be made by means of a tender offer. Our Articles of Association provide that our directors (other than the external directors) are appointed for a period of three years. This longer appointment term may discourage a takeover of our Company.

Furthermore, certain provisions of other Israeli laws may have the effect of delaying, preventing or making more difficult an acquisition of or merger with us. For example, Israeli tax law treats some acquisitions, such as share-for-share exchanges between an Israeli company and a foreign company, less favorably than U.S. tax laws. In addition, approvals of a merger that may be in certain circumstances required under the Restrictive Trade Practices Law, 1988, and under of the Israeli Law for the Encouragement of Industrial Research and Development of 1984 may impede, delay or restrict our ability to consummate a merger or similar transaction.

Compliance with conflict mineral disclosure requirements will create additional compliance cost and may create reputational challenges.

Pursuant to Section 1502 of the Dodd-Frank Act, United States publicly-traded companies are required to disclose use or potential use of certain minerals and their derivatives, including tantalum, tin, gold and tungsten, that are mined from the Democratic Republic of Congo and adjoining countries and deemed conflict minerals.

These requirements necessitate due diligence efforts to assess whether such minerals are used in our products in order to make the relevant required annual disclosures. We filed our initial conflict minerals report on June 2, 2014. There are, and will be, ongoing costs associated with complying with these recent disclosure requirements, including diligence to determine the sources of those minerals that may be used or necessary to the production of our products. We may face reputational challenges that could impact future sales if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to verify with sufficient accuracy the origins of all conflict minerals used in our products.

Risks Relating to Israel

Conducting business in Israel entails special risks.

Our principal offices and a substantial portion of our research and development and contract manufacturers' facilities are located in Israel. We outsource part of our manufacturing operations to major contract manufacturers outside of Israel and our sales occur mostly outside of Israel. Accordingly, we are directly influenced by the political, economic and military conditions affecting Israel. Specifically, we could be adversely affected by:

- Hostilities involving Israel;
- A full or partial mobilization of the reserve forces of the Israeli army;
- The interruption or curtailment of trade between Israel and its present trading partners; and
- A downturn in the economic or financial condition of Israel.

Israel has been subject to a number of armed conflicts that have taken place between it and its Arab neighbors. While Israel has entered into peace agreements with both Egypt and Jordan, Israel has not entered into peace arrangements with any other neighboring countries and the numerous uprisings in North Africa and the Middle East, including in Egypt, Syria and Jordan which border Israel, have introduced additional uncertainty in the region. Recent events in Iran, including reports of its continuing nuclear development program, have further heightened the antipathy between Israel and Iran.

Over the past several years there has been a significant deterioration in Israel's relationship with the Palestinian Authority and a related increase in violence, including recent hostilities related to Lebanon and the Gaza Strip, which is controlled by the Hamas militant group. Efforts to resolve the problem have failed to result in a permanent solution. In 2014 Israel experienced another round of armed conflict with Hamas in the Gaza Strip, with missiles reaching north Tel-Aviv. Any armed conflicts, terrorist activities or political instability in the region could adversely affect our business, financial condition and results of operations. Further deterioration of relations with the Palestinian Authority, Hamas or countries in the Middle East could disrupt international trading activities in Israel and may materially and negatively affect our business conditions and those of our major contract manufacturers and could harm our results of operations. In addition, a significant number of our employees who are Israeli citizens are subject to an obligation to perform reserve military service. In case of further regional instability such employees who may include one or more of our key employees may be absent for extended periods of time which may materially adversely affect our business.

Certain countries, as well as certain companies and organizations, primarily in the Middle East, as well as Malaysia and Indonesia, continue to participate in a boycott of Israeli firms and others doing business with Israel and Israeli companies. Thus, there have been sales opportunities that we could not pursue and there may be such opportunities in the future from which we will be precluded. For example, certain countries participating in the boycott described above have recently been increasing their investment in telecom operators in Africa. This growing control of the market in Africa could lead to a decrease of our sales in Africa in the future. The boycott, restrictive laws, policies or practices directed towards Israel or Israeli businesses could, individually or in the aggregate, have a material adverse effect on our business in the future.

We can give no assurance that the political and security situation in Israel, as well as the economic situation, will not have a material impact on our business in the future.

Because we received Israeli government grants for research and development expenditures, we are subject to ongoing restrictions and conditions, including restrictions on our ability to manufacture products and transfer technologies or know how outside of Israel.

We received grants from the Government of Israel through the Office of the Chief Scientist of the Ministry of Economy, or the OCS, for the financing of a significant portion of our research and development expenditures in Israel. We therefore must comply with the requirements of the Israeli law for the Encouragement of Industrial Research and Development of 1984 and regulations promulgated thereunder, which we refer to as the R&D Law, with respect to a portion of our products which are deemed to have been developed with OCS funding. The R&D Law and the terms of the grants we received restrict our ability to transfer technology or know how developed with OCS grants or any rights derived from such technology or know how, including by way of the sale of the technology or know how, the grant of a license to such technology or know how or the manufacture of our products based on such technology or know how, outside of Israel unless we obtain the approval of the OCS. There is no assurance that we will receive such OCS approvals. Even if such OCS approvals are obtained we will be required to pay increased royalties to the OCS for the transfer of manufacture or, in case of a transfer of the technology or know how outside of Israel by way of a sale or granting of a license, be required to pay a percentage of the consideration paid for such transfer, but not less than the OCS grants. These restrictions and requirements for payment may impair our ability to sell our technology assets outside of Israel or to outsource or transfer development or manufacturing activities with respect to any product or technology outside of Israel. Furthermore, the consideration available to our shareholders in a transaction involving the transfer outside of Israel of technology or know how developed with OCS funding (such as a merger or similar transaction) may be reduced by any amounts that we are required to pay to the OCS. In addition, under the R&D Law, any non-Israeli who becomes a direct holder of 5% or more of our share capital is required to notify the OCS and to undertake to observe the law governing the grant programs of the OCS, the principal restrictions of which are the transferability limits described above in this paragraph.

In each of 2013 and 2014 we received new approvals for grants from the Government of Israel through the OCS, for the financing of certain research and development expenditures in Israel (the "New Grant") in the amount of approximately $0.7 million, which has already been received, and $1.8 million, which has been partially received. The New Grants require us to comply with the requirements of the R&D Law in the same manner applicable to previous grants. Furthermore, the consideration in a transaction involving the transfer outside of Israel of technology or know how developed with the New Grants (such as a merger or similar transaction) may be reduced by any royalties that the recipient of such technology or know how will be required to pay to the OCS on all past sales of products based on the technology or know how developed with the New Grants.

In addition to the royalty-bearing grants described above, in March 2014 we agreed to participate in two "Magnet" Consortium Programs, sponsored by the OCS, which grants do not bear any royalty obligations, but, as the R&D Law applies to these programs, the restrictions on transfer of know how or manufacturing outside of Israel, as described above, are in effect. See ***"Israeli Office of Chief Scientist"*** in Item 4 below.

The tax benefits to which we are currently entitled from our approved enterprise program and our beneficiary enterprise program require us to satisfy specified conditions. If we fail to satisfy these conditions, we may be required to pay increased taxes and would likely be denied these benefits in the future.

The Company has capital investment programs that have been granted approved enterprise status ("Approved Programs") and a program under beneficiary enterprise status pursuant to the Law for the Encouragement of Capital Investments, 1959 ("Beneficiary Program"). When we begin to generate taxable income from these approved or beneficiary enterprise programs, the portion of our income derived from these programs will be exempt from tax for a period of two years and will be subject to a reduced tax for an additional eight years thereafter, depending on the percentage of our share capital held by non-Israelis. The benefits available to an approved enterprise program are dependent upon the fulfillment of conditions stipulated under applicable law and in the certificate of approval. If we fail to comply with these conditions, in whole or in part, we may be required to pay additional taxes for the period in which we benefited from the tax exemption or reduced tax rates and would likely be denied these benefits in the future. The amount by which our taxes would increase will depend on the difference between the then applicable tax rate for regular enterprises and the rate of tax, if any, that we would otherwise pay as an approved enterprise or beneficiary enterprise, and the amount of any taxable income that we may earn in the future.

The tax benefits available to approved and beneficiary enterprise programs may be reduced or eliminated in the future. This would likely increase our tax liability.

The Israeli government may reduce or eliminate in the future tax benefits available to approved or beneficiary enterprise programs. Our approved and beneficiary program and the resulting tax benefits may not continue in the future at their current levels or at any level and the new legislation regarding Preferred Enterprise may not be applicable to us or may not fully compensate us for such change. The termination or reduction of these tax benefits would likely increase our tax liability. The amount, if any, by which our tax liability would increase will depend upon the rate of any tax increase, the amount of any tax benefit reduction, and the amount of any taxable income that we may earn in the future. See Item 10: "ADDITIONAL INFORMATION; Taxation; *Tax Benefits under the 2011 Amendment*," for a description of legislation on "Preferred Enterprise."

It may be difficult to enforce a U.S. judgment against us, and our officers and directors, to assert U.S. securities laws claims in Israel and to serve process on substantially all of our officers and directors.

We are incorporated under the laws of the State of Israel. Service of process upon our directors and officers, substantially all of whom reside outside the United States, may be difficult to obtain within the United States. Furthermore, because the majority of our assets and investments, and substantially all of our directors and officers are located outside the United States, any judgment obtained in the United States against us or any of them may not be collectible within the United States. It may be difficult to assert U.S. securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel addressing these matters.

Subject to specified time limitations and legal procedures, Israeli courts may enforce a U.S. final judgment in a civil matter, including a judgment based upon the civil liability provisions of the U.S. securities laws, and including a judgment for the payment of compensation or damages in a non-civil matter, provided that:

- the judgment was given by a court which was, according to the laws of the state of the court, competent to give it;
- the judgment is executory in the state in which it was given;
- the judgment is no longer appealable;
- the judgment was given by a court that is competent to do so under the rules of private international law applicable in Israel;
- there has been due process and the defendant has had a reasonable opportunity to be heard and to present his or her evidence;
- the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy;
- the judgment was not obtained by fraud and does not conflict with any other valid judgment in the same matter between the same parties; and
- an action between the same parties in the same matter is not pending in any Israeli court or tribunal at the time the lawsuit is instituted in the U.S. court;

Even if these conditions are satisfied, an Israeli court will not enforce a foreign judgment if it was given in a state whose laws do not provide for the enforcement of judgments of Israeli courts (subject to exceptional cases) or if its enforcement is likely to prejudice the sovereignty or security of the State of Israel.

Your rights and responsibilities as our shareholder will be governed by Israeli law which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations.

Because we are incorporated under Israeli law, the rights and responsibilities of our shareholders are governed by our Articles of Association and Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in United States-based corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising its rights and performing its obligations towards the company and other shareholders and to refrain from abusing its power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters, such as an amendment to the company's articles of association, an increase of the company's authorized share capital, a merger of the company and approval of related party transactions that require shareholder approval. A shareholder also has a general duty to refrain from discriminating against other shareholders. In addition, a controlling shareholder or a shareholder who knows that it possesses the power to determine the outcome of a shareholders' vote or to appoint or prevent the appointment of an office holder in the company or has another power with respect to the company, has a duty to act in fairness towards the company. Israeli law does not define the substance of this duty of fairness and there is limited case law available to assist us in understanding the nature of this duty or the implications of these provisions. These provisions may be interpreted to impose additional obligations and liabilities on our shareholders that are not typically imposed on shareholders of U.S. corporations.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We were incorporated under the laws of the State of Israel on July 23, 1996 as Giganet Ltd. We changed our name to Ceragon Networks Ltd. on September 6, 2000. We operate under the Israeli Companies Law. Our registered office is located at 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel and the telephone number is 011-972-3-543-1000. Our web address is www.ceragon.com. Information contained on our website does not constitute a part of this annual report.

Our agent for service of process in the United States is Ceragon Networks, Inc., our wholly owned U.S. subsidiary and North American headquarters, located at 10 Forest Avenue, Suite 120, Paramus, New Jersey 07652.

In the years ended December 31, 2014, 2013, and 2012, our capital expenditures were $12.7 million, $16.4 million and $14.5 million, respectively. In 2014 capital expenditures were primarily for the development of our new IP-20 product family and its production lines. In 2013 capital expenditures were primarily for the significant implementation and roll out of our ERP system in four of our largest locations, in which we implemented new modules that allow us to have better control over our business operations, financial activity and project management. In 2012, capital expenditures were primarily for on a new enterprise resource planning, or ERP, system to be implemented at our offices worldwide. In 2015 we anticipate to continue engaging in capital spending consistent with anticipated change in our business activities.

B. Business Overview

We are the number one high-capacity wireless backhaul specialist, in terms of unit shipments and global distribution of our business. We provide wireless backhaul solutions that enable cellular operators and other wireless service providers to deliver voice and data services, enabling smart-phone applications such as Internet browsing, social networking applications, image sharing, music and video applications. We also provide our solutions for hauling application in other vertical markets like public safety and oil and gas offshore drilling platforms. Our wireless backhaul solutions use microwave radio technology to transfer large amounts of telecommunication traffic between base stations and small-cells and the core of the service provider's network. We also provide wireless fronthaul solutions that use microwave technology for ultra-high speed, ultra-low latency communication between LTE/LTE-Advanced base-band digital units stations and remote radio units (RRUs). The term fronthaul refers to new technologies that allow transport between a remote radio unit and a baseband unit in front of the base station, with a controlling macro base station. We are also a member of industry consortiums of companies which attempt to better define future technologies in the market, such as Open Networking Foundation (ONF), Metro Ethernet Forum (MEF), European Telecommunications Standards Institute (ETSI) and others.

In addition to providing our solutions, we also offer our customers a comprehensive set of turn-key services including: advanced network and radio planning, site survey, solutions development, installation, maintenance, training and more. Our services include utilization of powerful project management tools in order to streamline deployments of complex wireless networks, thereby reducing time and costs associated with network set-up, and allowing faster time to revenue. Our experienced teams can deploy hundreds of "links" every week, and our turn-key project track record includes hundreds of thousands of links already installed and in operation with a variety of industry-leading operators.

Designed for all Internet Protocol (IP) network configurations, including risk-free migration from legacy to next-generation backhaul and fronthaul networks, our solutions provide fiber-like connectivity for next generation Ethernet/Internet Protocol, or IP-based, networks; for legacy circuit-switched, or SONET/SDH, networks and for hybrid networks that combine IP and circuit-switching. Our solutions support all wireless access technologies, including LTE-Advanced, LTE, HSPA, EV-DO, CDMA, W-CDMA, Wifi and GSM. These solutions allow wireless service providers to cost-effectively and seamlessly evolve their networks from circuit-switched and hybrid concepts to all-IP. In addition, our solutions allow for the proliferation of small-cell heterogeneous networks (HetNets) thereby meeting the increasing demands by the growing numbers of subscribers and the increasing needs for mobile data services. Our systems also serve evolving network architectures including all-IP long haul networks.

We also provide our solutions to other non-carrier vertical markets such as oil and gas companies, public safety network operators, businesses and public institutions, broadcasters, energy utilities and others that operate their own private communications networks. Our solutions are deployed by more than 430 service providers of all sizes, as well as in hundreds of private networks, in more than 130 countries.

In March 2013, we received $113.7 million of credit facilities which replaced all of the Company's existing credit facilities, including the agreement with Bank Hapoalim B.M. entered into in 2011 (the "Bank Hapoalim Agreement") and other short term credit facilities with other banks. In October 2013 and again in April 2014, we obtained the bank syndicate's consent for temporary less restrictive financial covenants. Most of the less restrictive financial covenants were in effect until October 1, 2014, except for one less restrictive financial covenant which shall remain in effect until March 31, 2015. After each date, the respective original covenants again apply. On March 31, 2015 we signed additional amendment with the banks syndicate that includes primarily changes in our credit line structure, in some of our covenants, an extension of the credit facility period until June 30, 2016 and a gradual reduction of the maximum amount of loans from $63.5 million to $50 million by February 28, 2016. See Item 5:"OPERATING AND FINANCIAL REVIEW AND PROSPECTS;" "Liquidity and Capital Resources," for a more detailed discussion.

In December 2014, we announced a significant new restructuring of our operations to reduce our operational costs. The restructuring plan is intended to realign operations, reduce head count and undertake other cost reduction measures in order to lower our breakeven point and improve profitability. Once the restructuring and other cost reduction measures are completed, they are expected to result in annual savings of approximately $18 to $22 million. The restructuring plan includes consolidating or relocating certain offices and reducing staff functions and some operations positions, as well as other measures. In connection with the 2014 restructuring, we incurred restructuring charges of $5.9 million in the fourth quarter of 2014 and we estimate that additional costs will be approximately $1 to $2 million during the first half of 2015.

In April 2014, we signed an agreement with Eltek ASA to settle all claims, counter claims, legal proceedings, and any other contingent or potential claims regarding alleged breaches of representations and warranties contained in the purchase agreement governing the Nera Acquisition in January 2011. Pursuant to the settlement agreement, we received $17 million in cash.

Wireless Backhaul; Short-haul, Front-haul and Long-haul

Today's wireless base stations handle many different technologies such as cell phones, smart phones, tablets and PCs. Voice and data traffic generated by these high-end devices are then gathered and transmitted via the backhaul transport network to the radio frequency (RF), or wireless, network. Wireless backhaul offers network operators a cost-efficient alternative to wire-line (copper/fiber) applications. Support for high capacities means that all value-added services can be supported, while the high reliability of wireless systems provide for lower maintenance costs. Because they require no trenching, wireless links can also be set up much faster and at a fraction of the cost of wire-line solutions. This translates to lower total cost of ownership and faster time to market, as well as new revenue streams, for the operator.

The wireless backhaul space is segmented into short-haul and long-haul applications. Short-haul, devices typically have a capacity of up to 1 Gbps per link channel and are used to carry voice and data services over distances of between several hundred feet and 10 miles. Short-haul links are deployed in access applications wirelessly connecting the individual base-stations and cellular towers to the core network. Short-haul solutions are also used in a range of non-carrier “vertical” applications such as broadcast, state and local government, education and off-shore communication. Ceragon also offers a solution for emerging wireless fronthaul applications that offer ultra-high capacities up to 2Gbps per link channel. The term *fronthaul* refers to new technologies that allow transport between a remote radio unit and baseband unit in front of the base station, with a controlling macro base station. Fronthaul allows mobile network operators to use detached radio and baseband units (such as remote radio-heads), avoiding the need to deploy and manage full-featured base-station or cells and thus reducing the total network’s cost of ownership.

Long-haul links, with a capacity of up to 4 Gbps, are used in the “highways” of the telecommunication backbone network. These links are used to carry services at distances of 10 to50 miles, and, using the right planning, configuration and equipment, can also bridge distances of 100 miles or even longer.

Ceragon has more than once been the first to introduce new products and features to the market, including the first solution for wireless transmission of 155 Mbps at 38 GHz, the first native IP wireless transmission offering. More recently, we introduced a variety of technological enhancements including the first hitless/errorless 8-step Adaptive Coding and Modulation (ACM) technology (2007); first native Ethernet multi-channel long-haul radio with ACM (2010); unique asymmetric transfer mode and multi-layer compression (2011); and 1024QAM Long-Haul IP radio with 9 step ACM (2012); and the industry’s first multi-core radio solution supporting 2048 QAM and 4x4 MIMO (2012).

Industry Background

The market for wireless backhaul is being generated primarily by cellular operators, wireless broadband service providers, businesses and public institutions that are operating private networks. This market is fueled by the continuous customer growth in developing countries, and the explosion in mobile data usage in developed countries. Traditionally based on circuit-switched solutions such as T1/E1 or SONET/SDH, the market for high-capacity wireless backhaul is now shifting to more flexible and cost efficient architectures based on high-capacity IP/Ethernet-This shift enables next-generation backhaul networks to successfully cope with the continuing growth of bandwidth-hungry data services over LTE/LTE-Advanced, 3G and HSPA technologies. New wireless broadband networks as well as wireless Internet service providers (WISPs) and private networks also rely on high-capacity IP/Ethernet technology to haul large amounts of data traffic.

Rapid subscriber growth and the proliferation of advanced, data-centric handsets such as smartphones and tablets have significantly increased the amount of traffic that must be carried over a cellular operator’s backhaul infrastructure. As a result, existing transport capacity is heavily strained, creating a bottleneck that hinders service delivery and quality.

In order to meet the demand for more bandwidth, operators are constantly seeking new network architectures that will allow for controlling the cost of the network through smart planning, while ensuring the highest capacities and service quality. New technologies such as intelligent small-cells, coordinated macro cells and C-RAN (Cloud or Centralized Radio Access Network) can help operators to cope with the surge in capacity requirements. The evolution of functioning networks is becoming more heterogeneous in that many technologies, concepts and solution generations need to coexist and operate together seamlessly on the same network. These heterogeneous networks, or HetNets, require high-capacity and ultra-high capacity backhaul solutions. Wireless systems offer service providers a variety of advantages over competing technologies including ease and speed of deployment, scalability and lower total cost of ownership.

Cellular Operators

In order to address the strain on backhaul capacity, cellular operators have a number of alternatives, including leasing existing fiber lines, laying new fiber optic networks or deploying wireless solutions. Leasing existing lines requires a significant increase in operating expenses and, in some cases, requires the wireless service provider to depend on a direct competitor. Laying new fiber-optic lines is capital-intensive and these lines cannot be rapidly deployed. The deployment of high capacity and ultra-high capacity point-to-point wireless links represents a scalable, flexible and cost-effective alternative for expanding backhaul capacity. . Supporting data rates of 1 Gbps and above over a single radio unit, wireless backhaul solutions enable cellular operators to add capacity only as required while significantly reducing upfront and ongoing backhaul costs. In addition, ultra-high capacity is a prerequisite for supporting fronthaul applications.

Most of today's backhaul networks still employ a large number of circuit switched (or TDM) solutions - whether T1/E1 or high-capacity SDH/SONET. These networks, originally designed to carry voice-only services, have a limited bandwidth capacity and offer no cost-efficient scalability model. The surge in mobile data usage drives operators to migrate their networks to a more flexible, feature-rich and cost optimized IP/Ethernet architecture. Additionally, the surge in data usage in densely populated areas drives operators to explore new network architecture that utilize a variety of small-cell technologies to form HetNets, and require highly compact, ultra-high-capacity systems for backhaul and fronthaul. As operators transition to HSPA, 4G/LTE and LTE-Advanced, all of which are IP-based wireless access technologies, they look for ways to benefit from IP technology in the backhaul and fronthaul segments, while maintaining support for their primary legacy services.

In order to ensure the success of this backhaul network migration phase, operators require solutions that can support their legacy transport technology (TDM) while providing all the advanced IP/Ethernet capabilities and functionalities. This is because, in most cases, next generation HSPA and LTE base stations are co-located with 2G/3G base stations, and thus share the same backhaul network. Cellular operators therefore seek "hybrid" wireless backhaul solutions that can carry both types of traffic seamlessly over a single network, to facilitate their network migration. Our solutions, which support any network architecture and include both all-IP as well as hybrid systems, offer operators a simple network modernization plan.

Wireless Broadband Service Providers

For wireless broadband service providers, which offer alternate high data access, high-capacity backhaul is essential for ensuring continuous delivery of rich media service across their high-speed data networks. If the backhaul network and its components do not satisfy the service providers' need for cost-effectiveness, resilience, scalability or ability to supply sufficient capacity, then the efficiency and productivity of the network may be seriously compromised. While both wireless and wire-line technologies can be used to build these backhaul systems, many wireless service providers opt for wireless point-to-point microwave solutions. This is due to a number of advantages of the technology including: rapid installation, support for high-capacity data traffic, scalability and lower cost-per-bit compared to wire-line alternatives.

Other Vertical Markets

Many large businesses and public institutions require private high bandwidth communication networks to connect multiple locations. These private networks are typically built using IP-based communications infrastructure. This market includes educational institutions, utility companies, oil and gas industry, broadcasters, state and local governments, public safety agencies and defense contractors. These customers continue to invest in their private communications networks for numerous reasons, including security concerns, the need to exercise control over network service quality and redundant network access requirements. As data traffic on these networks rises, we expect that businesses and public institutions will continue to invest in their communications infrastructure, including backhaul equipment. Like wireless service providers, customers in this market demand a highly reliable, cost-effective backhaul solution that can be easily installed and scaled to their bandwidth requirements. Approximately 20% of our business is associated with private network operators.

Microwave vs. Fiber

Though fiber-based networks can easily support the rapid growth in bandwidth demands, they carry high initial deployment costs and take longer to deploy than microwave. Certainly, where fiber is available within several hundred feet of the operator's point of presence, with ducts already in place, and when there are no regulatory issues that prohibit the connection – fiber can become the operator's preferred route. In almost all other scenarios, high-capacity microwave is simply much more cost efficient. In fact, in most cases the return-on-investment from fiber installations can only be expected in the long term, making it hard for operators to achieve lower costs per bit and earn profits in a foreseeable future.

Wireless microwave backhaul solutions on the other hand are capable of delivering high bandwidth, carrier-grade Ethernet and TDM services, while fronthaul applications will be served via ultra-high capacity microwave systems. Our microwave solutions are suitable for all capacities up to 2 Gbps over a single radio connection (or "link") and may be scaled up to multiple Gbps using aggregated links techniques. Unlike fiber, wireless solutions can be set up quickly and are much more cost efficient on a per-bit basis from the outset. In many countries, microwave links are deployed as alternative routes to fiber, ensuring on-going communication in case of fiber-cuts and network failures.

Licensed vs. License-exempt Radios

Service providers select the optimal available transmission frequency based on the rainfall intensity in the transmission area and the desired transmission range. The regulated, or licensed, bands are allocated by government licensing authorities for high-capacity wireless transmissions. The license grants the licensee the exclusive use of that spectrum for a specific use thereby eliminating any interference issues. Licensed microwave is typically the choice of leading operators around the world because it matches the bandwidth and interference protection they require. Our products operate in the 64 – 42 GHz frequency bands, the principal licensed bands currently available for commercial use throughout the world. We also offer products in the 60, 70, 80 GHz frequency bands for use in ultra-high, short-distance networks, such as small-cell backhaul and fronthaul applications.

License-exempt systems typically operate in the "sub-6" 2.4 – 5.85 GHz or in the 24 GHz spectrum band. These systems can be deployed without any regulatory approval. Due to limited availability of spectrum, and the narrow bandwidth of frequency channels in this range, licensed-exempt systems have limited capacities. Often operating in a near-line-of-sight (NLOS) mode, these systems also suffer from high signal loss which puts more limitations of their ability to provide high capacities. Another disadvantage is that because these frequencies are unregulated, it is impossible to ensure high, carrier-grade quality of service and high availability. There are, however, applications in which service providers, public or private, may use license-exempt systems, for instance in enterprises, education, utility, financial, or public safety. Cellular operators and wireless ISPs may also use license-exempt spectrum solutions where NLOS is the only means to connect two end-points. For the license-exempt wireless networks market we offer products that are designed to operate in the sub-6 frequencies.

Industry Trends and Developments

Network Function Virtualization (NFV) and *Software Defined Networking* (SDN) are two emerging concepts aimed at simplifying network operations and allowing network engineers and administrators respond quickly to changing business requirements. NFV and SDN deliver network architectures that transition networks from a world of task-specific dedicated equipment elements, to a world of optimization of network performance through network intelligence. Our IP-20 platform, which we have launched during 2013, is an SDN-ready solutions suite built around a powerful software-defined engine. The solution also includes an integrated virtualization card that enables independent software applications to run over the same general-purpose hardware.

The emergence of *small cells* present backhaul challenges that differ from those of traditional macro-cells. Small cells can be used to provide a second layer of coverage in 3G and 4G/LTE networks, resulting in higher throughput and data rates for the end-user. Although small cell deployments are still evolving and are as of yet not showing significant volumes, Ceragon already offers tailored solutions for forward looking mobile operators. Our small-cell backhaul and fronthaul portfolio includes a variety of compact all-outdoor solutions that provide operators with optimal flexibility in meeting their unique physical, capacity, networking, and regulatory requirements.

- *Heterogeneous networks*, or HetNets, are a means for increasing the capacity in mobile networks. HetNets are typically composed of multiple radio access technologies, architectures, transmission solutions, and base stations of varying generations. Fixed mobile convergence, which is aimed at removing the distinctions between fixed and mobile networks by using a combination of wire-line broadband and local access wireless technologies, is creating further opportunities for HetNets. As operators look to consolidate their backhaul networks, they also want to maintain the different access networks they have in order to serve different customers (for example, DSL, cable and 3G). Our advanced systems are already deployed in a wide range of network architectures, serving a host of wireless voice and broadband data access technologies. In addition, our systems interface and interoperate with a variety of wire-line and wireless solutions from other global vendors, to enable smooth and cost optimized delivery of value added, revenue generating services.

- The *network sharing* business model is growing in popularity among mobile network operators (MNOs) who are faced with increasing competition from over-the-top players and an ever-growing capacity crunch. Network sharing can be particularly effective in the backhaul portion of mobile networks, especially as conventional macro cells evolve into super-sized macro sites that require exponentially more bandwidth for backhaul. It has become abundantly clear that in these new scenarios, a new breed of backhaul solutions with significant investment is required. Our new IP-20 platform supports network sharing concepts by addressing both the ultra-high capacities required for carrying multiple operator traffic, as well as the policing for ensuring that each operator's service level agreement (SLA) is maintained. IP-20 solutions can deliver up to several Gbps of data over a single link. At the same time, by employing advanced hierarchical quality of service (H-QoS) mechanisms, IP-20 ensures fairness and policy enforcement on a shared network.

- While green-field deployments tend to be all IP-based, the overwhelming portion of network infrastructure investments goes into upgrading, or "*modernizing*" existing cell-sites to fit new services with a lower total cost of ownership. Modernizing is more than a simple replacement of network equipment. It helps operators build up a network with enhanced performance, capacity and service support. For example, Ceragon offers a variety of innovative mediation devices that eliminate the need to replace costly antennas that are already in deployment. In doing so, we help our customers to reduce the time and the costs associated with network upgrades. The result: a smoother upgrade cycle, short network down-time during upgrades and faster time to revenue.

- A growing market for non-mobile backhaul applications which includes: Offshore communications for the oil and gas as well as the shipping industry, require a unique set of solutions for use on moving rigs and vessels; Broadcast networks that require robust, highly reliable communication for the distribution of live video content either as a cost efficient alternative to fiber, or as a backup for fiber installations. Smart Grid networks for utilities, as well as local and national governments that seek greater energy efficiency, reliability, and scale.

- A growing demand for high capacity, IP-based *long haul* solutions in emerging markets. This demand is driven by the need of operators to connect more communities to mobile added value services, and a lack of alternative (wire-line) backbone telecommunication infrastructure in these emerging markets.

- Market consolidation in the wireless backhaul segment continues. This trend was made evident in our acquisition of Nera and DragonWave's acquisition of the microwave division of Nokia Siemens Networks.

- *Subscriber growth* continues mainly in emerging markets such as India, Africa and Latin America.

Our Solutions

We offer a broad portfolio of innovative, field-proven, high capacity wireless backhaul solutions which enable cellular operators and other wireless service providers to effectively eliminate the backhaul capacity bottleneck, significantly reduce backhaul costs and gradually evolve their networks from TDM to IP/Ethernet and SDN-ready networks. We also provide advanced pure IP/Ethernet solutions to wireless broadband service providers as well as to businesses and public institutions that operate their own private communications networks.

Our short-haul products, part of the IP-20 Platform, support any transport technology, at a high capacity of 1Gbps and above to support any 4G/LTE and LTE-A radio access network, and any deployment architecture or network topology. We deliver platforms that carry pure TDM, a combination (hybrid) of native TDM and native IP/Ethernet and pure IP/Ethernet traffic. Our systems can be deployed in high density, split-mount or compact all-outdoor installations. Understanding the many needs of our customers, we provide solutions for every segment of the backhaul network – from tail site, or the last tower in the operator's network, to large aggregation sites – and that support both tree, chain and ring topologies.

Our long-haul products, also part of the IP-20 Platform, provide a field-proven, quality microwave radio solution for long distance, high capacity telecommunication networks. Our long haul products allow operators to smoothly migrate from legacy TDM to all-IP technologies, satisfying the ever-increasing demand for bandwidth - while keeping revenue generating 2G/3G services intact. The IP-20 long haul products are available in both all indoor as well as split-mount configurations and support all licensed frequency bands from 4 to 11 GHz. This highly efficient solution provides more than 4 Gbps of aggregated Ethernet traffic.

We believe our solutions have proven their ability to provide high performance in a cost-effective manner, and they are differentiated in the following ways:

HetNet Backhaul Solution. With decades of market experience we believe that identifying our customers' future needs is key to our business success. Our solution concept provides the path to meeting and keeping up with capacity demands in the evolving HetNet environment. This concept incorporates smart planning tools and capabilities, out-of-the-box network design concepts and a full range of hardware and software solutions for a host of deployment scenarios. For example, the FibeAir IP-20C is suitable for a wide range of HetNet backhaul applications. The platform's small form-factor and support for ultra-high capacities with extremely low latency make it ideal for aggregation networks, super-size macro cell backhaul or Cloud Radio Access Networks (C-RAN) or fronthaul with compressed CPRI (Common Public Radio Interface).

Leading Offering for the Wireless Backhaul Market. We believe that we provide our customers with a leading offering of high capacity wireless solutions for backhaul. Our competitive differentiation results from our focus on product development from components to subsystem integration to overall system solution design. Our software defined multi-core technology IP-based backhaul solutions provide fiber-like performance with throughput speeds from 10 Mbps and to more than 4 Gbps, with high availability and low latency. Our solutions enable wireless service providers to gradually evolve their networks from all circuit-switched through a combined "hybrid" model to all IP/Ethernet-based networks. We provide operators with a range of systems allowing them to serve any application in their network – from small cell sites and remote radios using a compact all-outdoor device, up to large multi-carrier solutions for long-distance backbone applications.

In 2013 we released the IP-20, a service-centric, SDN-ready wireless platform containing a rich product line for wireless backhaul. IP-20 is built around a powerful software-defined engine and supports any radio transmission technology mix, any network topology and any configuration. IP-20 is based on our in-house multi-core chipset (modem and RFICs). The capabilities of Ceragon's in-house technology were demonstrated in the first product of the IP-20 platform, the FibeAir IP-20C launched in December 2012. This solution features fully operational LoS 4x4 MIMO (Multiple Input – Multiple Output) capabilities to deliver 1Gbps over a single 28MHz/30MHz channel and as much as 2Gbps over a single 56MHz/60MHz channel without any compression.

All IP-20 platform products share a common, high-performance operating system, CeraOS. CeraOS, provides a complete set of service-centric features and performance-boosting capabilities across the entire IP-20 product series and creates a cohesive, easy to operate and simple to manage approach for building, expanding and maintaining wireless backhaul and networks.

During 2014 we shipped over 20,000 links which were based on the IP-20 platform. These newly deployed systems join our suite of software defined, multi-core, IP-based products and hybrid networking products which are currently deployed in over 430 wireless service providers' networks, including a growing number of global tier 1 players, as well as private networks around the world.

Broad Product Portfolio. We offer a broad range of high capacity wireless backhaul systems enabling us to offer complete solutions for the specific needs of a wide range of customers, based on service type, frequency, distance and capacity requirements. Our solutions include platforms based on pure IP, circuit-switched (or TDM) products, and hybrid solutions that deliver both circuit-switched and IP traffic in their native form over a single radio. This functionality makes the latter particularly attractive for wireless service providers and facilitates cost effective, risk-free migration to IP-based backhaul networks and can be integrated in any pure IP, hybrid or circuit-switched network. Through our IP-20 platform, we allow our customers to benefit from emerging technologies and network concepts such as SDN, NFV, fronthaul and C-RAN. Our solutions can be deployed in all-indoor, all-outdoor and split-mount configurations and support a wide range of network topologies.

Network Management Tools for Advanced Microwave Networks. Our innovative, user-friendly Network Management System (NMS) is designed for managing large scale wireless backhaul networks. We offer both "stand-alone" management tools as well as tailored solutions in combination with third party partners. These tools enable advanced service delivery across the network, while allowing effectively seamless management of all the backhaul network's elements, thus reducing operational costs. Ceragon NMS provides enhanced system functionality and comprehensive network management for current and legacy radios. Built on a powerful platform, our NMS allow operators to provide maximized network uptime by including functionality for managing end-to-end configuration, performance, faults and system security.

Turnkey Services Capabilities. Since 2012, we were responsible for installing most of the links we shipped. We offer complete solutions and services for the design and implementation of telecommunication networks, as well as the expansion or integration of existing ones. We have a global projects and services group that operates alongside our products groups. Under this group we offer our customers a comprehensive set of turn-key services including: advanced network and radio planning, site survey, solutions development, installation, maintenance, training and more. Our services include utilization of powerful project management tools in order to streamline deployments of complex wireless networks, thereby reducing time and costs associated with network set-up, and allowing faster time to revenue. Our experienced teams can deploy hundreds of "wireless backhaul links" every week, and our turn-key project track-record includes hundreds of thousands of links already installed and in operation with a variety of tier 1 operators.

Low Total Cost of Ownership. Our solutions address industry requirements for low total cost of ownership backhaul solutions. Total cost of ownership includes the combined cost of initial acquisition, installation and ongoing operation and maintenance, regardless of whether these costs are incurred through leasing arrangements or operating owned equipment. For example, we offer a solution that enables legacy links to be swapped for new, modern radios, while reusing other vendors' antennas. Replacing antennas is a costly effort, not only in equipment and installation costs, but also in network downtime during the set-up and re-alignment of new antennas. By enabling our systems to interface with any antenna in the field and compensating for the lower system gain of older installations, we allow operators to keep the existing antennas and cabling, and reduce the loss of revenues, by minimizing downtime. In addition, our products also offer high spectral utilization, which allows the use of smaller antennas, and results in lower CAPEX and site rental costs. Additional savings can be achieved through our *green-mode* radios that include adjustable power features and can reduce radio link power consumption by as much as 30% compared with existing solutions. In some of the regions we serve, this is translated into significant operating expense reductions by saving fuel required for the generators on site.

Design to Cost. We see an increasing demand for smaller systems with low power consumption and a cost structure that fits the "flat price" models of mobile operators. We believe that this complicated puzzle can only be solved through vertical integration from system to chip level. Our strategy to drive performance up while driving cost down is achieved through our investment in modem and RF (radio frequency) integrated circuit (IC) design. Our advanced chipsets, which are already in use in hundreds of thousands of units in the field, integrate all the radio functionality required for high-end microwave systems. By owning the technology and controlling the complete system design, we achieve a very high level of vertical integration. This, in turn, yields systems that have superior performance, due to our ability to closely integrate and fine-tune the performance of all the radio components. By significantly reducing the number of components in the system and simplifying its design, we have made our solutions easier to manufacture. We have introduced automated testing that allows us to speed up production while lowering the costs for electronic manufacturing services manufacturers. Thus we believe we are able to achieve one of the lowest per-system cost positions in the industry and can offer our customers further savings through compact, low power consumption designs – which is becoming a key parameter in the ability of operators to deploy LTE small cells.

As an example, our FibeAir IP-20C, which can quadruple the link capacity over a single frequency channel, has nearly the same footprint as our RFU-C which is a single-channel radio unit, and not a full system. This achievement could not have been possible without our full control of the entire design and production process

Scalability and Flexibility. We design our products to enable incremental deployment to meet increased service demand, making it possible for wireless service providers to rapidly deploy additional capacity as needed. This approach allows our customers to establish a wireless broadband network with a relatively low initial investment and later expand the geographic coverage area of their networks as subscriber demand increases. Our pay-as-you-grow model allows our customers to add new features along the product's evolution cycle. This software-based model allows for seamless upgrades of already-deployed solutions, saving the need for additional site visits and hardware replacements.

Strategic Partnerships. Ceragon maintains strategic partnerships with third party solution vendors and network integrators. Through these relationships Ceragon develops interoperable ecosystems, enabling operators to profitably evolve mobile networks by using complementary backhaul alternatives.

Our Products

Our portfolio of products utilizes microwave radio technology that provides our customers with a wireless connectivity that dynamically adapts to weather conditions and optimizes range and efficiency for a given frequency channel bandwidth. Our products are typically sold as a complete system comprised of four components: an outdoor unit, an indoor unit, a compact high-performance antenna and a network management system. We offer all-packet microwave radio links, with optional migration from TDM to Ethernet. Our products include integrated networking functions for both TDM and Ethernet.

We offer our products in three configurations: All-indoor, All-outdoor and Split-mount.

- Split-mount solutions consist of:

➢ Indoor units which are used to convert the transmission signals from digital to intermediate frequency signals and vice versa, process and manage information transmitted to and from the outdoor unit, aggregate multiple transmission signals and provide a physical interface to wire-line networks.

➢ Outdoor units or Radio Frequency Units (RFU), which are used to control power transmission, convert intermediate frequency signals to radio frequency signals and vice versa, and provide an interface between antennas and indoor units. They are contained in compact weather-proof enclosures fastened to antennas. Indoor units are connected to outdoor units by standard coaxial cables.

- All-indoor solutions refer to solutions in which the entire system (indoor unit and RFU) reside in a single rack inside a transmission equipment room. A waveguide connection transports the radio signals to the antenna mounted on a tower. All indoor equipment is typically used in long-haul applications.

- All-outdoor solutions combine the functionality of both the indoor and outdoor units in a single, compact device. This weather-proof enclosure is fastened to an antenna, eliminating the need for rack space or sheltering as well as the need for air conditioning.

- Pointing accuracy solutions for high vibration environments. These are advanced microwave radio systems for use on moving rigs/vessels where the antenna is stabilized in one or two axes, azimuth or azimuth/elevation.

- Antennas are used to transmit and receive microwave radio signals from one side of the wireless link to the other. These devices are mounted on poles typically placed on rooftops, towers or buildings. We rely on third party vendors to supply this component.

- End-to-End Network Management. Our network management system uses standard management protocol to monitor and control managed devices at both the element and network level and can be easily integrated into our customers' existing network management systems.

An antenna, an RFU and an indoor unit comprise a terminal. Two terminals are required to form a radio link, which typically extends across a distance of several miles and can extend across a distance of over 100 miles. The specific distance depends upon the customer's requirements and chosen modulation scheme, the frequency utilized, the available line of sight, local rain patterns and antenna size. Each link can be controlled by our network management system or can be interfaced to the network management system of the service provider. The systems are available in both split-mount, including an indoor and outdoor unit, all-indoor and all-outdoor installations.

The IP-20 Platform provides a wide range of solutions for any configuration requirement and diverse networking scenarios. Composed of high-density multi-technology nodes and integrated radio units of multiple radio technologies ranging from 4GHz and up to 86GHz, it offers ultra-high capacity of multiple Gbps with flexibility in accommodating for every site providing high performance terminals for all-indoor, split-mount and all-outdoor configurations.

	Short-Haul					**Long-Haul**		
Product	**FibeAir IP-20G & IP-20GX**	**FibeAir IP-20N / IP-20A***	**FibeAir IP-20C**	**FibeAir IP-20S**	**FibeAir IP-20E**	**FibeAir IP-20C HP**	**FibeAir IP-20LH**	**Evolution IP-20 LH**
Description	Multi-Radio Technology Edge Node	Multi-Radio Technology Aggregation Node	Compact All-Outdoor Multi-Core Node	Compact All-Outdoor Node	Compact All-Outdoor Node for E-band (70-80GHz)	Compact, high power, multi-carrier trunk	Ultra-high power multi-carrier trunk with HP-radio ODUs	Ultra-high power multi-carrier trunk with Evolution ODUs
Interfaces	1GE, FE, and E1/T1	10GE, 1GE, FE, E1/T1	1GE	1GE	1GE	10GE, 1GE, STM-1/OC-3, E1/T1 Note: support for some interfaces requires use of IP-20N/IP-20A IDU	10GE, 1GE, FE, STM-1/OC-3, E1/T1	10GE, 1GE, , FE, STM-1/OC-3, E1/T1
Site Configuration	Split-mount		All-outdoor			All-outdoor / Split Mount (with IP-20N or IP-20A IDU)	All-indoor / Split-mount	
Transport Technology	Hybrid and/or all-packet		All-packet			All-packet and/or Hybrid	Hybrid and/or all-packet	
Typical Applications	Cellular operators, Wireless service providers, Incumbent local exchange carriers, Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless service providers, Incumbent local exchange carriers, Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless ISPs, , , Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless ISPs, , Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless ISPs, , Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless ISPs, Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless service providers, Incumbent local exchange carriers, Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)	Cellular operators, Wireless service providers, Incumbent local exchange carriers Private Networks (Public Safety, First Responders, state/local gov. institutions and Utility Companies)
Type of Customers	Cellular operators, Wireless ISPs, Private Network providers, Government institutions	Cellular operators, Wireless ISPs, Private Network providers, Government institutions	Cellular operators, Wireless ISPs, Private Network providers, Government institutions	Cellular operators, Wireless ISPs, Private Network providers, Government institutions	Cellular operators, Wireless ISPs, Private Network providers, Government institutions	Cellular operators, Wireless service providers, Incumbent local exchange carriers, Private Network providers	Cellular operators, Wireless service providers, Incumbent local exchange carriers, Private Network providers	Cellular operators, Wireless service providers, Incumbent local exchange carriers, Private Network providers
Operating system	Unified operating system (CeraOS), uniformly supporting End-to-End networking, services and radio capabilities across the entire IP-20 platform series of products							

* ANSI version

The diverse FibeAir® IP-10 product series offers products that address the complete wireless backhaul needs of IP-based, hybrid and circuit-switched networks:

	Short-Haul						
Product	**FibeAir IP-10C**	**FibeAir FA-70T**	**FibeAir 2500**	**FibeAir IP-10E**	**FibeAir IP-10Q**	**FibeAir IP-10G**	**FibeAir 2000/4800**
Description	High-Capacity Compact All-Outdoor Solution	High-Capacity 70 GHz Hauling Solution	Sub 6GHz, Point to Multi Point System	High-Capacity Ethernet Solution	High-Capacity, High-Density solution for aggregation sites	High-Capacity Multi-Service	Sub 6GHz, Point to Point system, Multi-Service
Interfaces	Gigabit Ethernet, Fast Ethernet	Gigabit Ethernet	Gigabit Ethernet, Fast Ethernet	Gigabit Ethernet, Fast Ethernet	Multiple Gigabit Ethernet	Gigabit Ethernet multiple E1/T1, Fast Ethernet multiple E1/T1	Gigabit Ethernet, Fast Ethernet multiple E1/T1
Site Configuration	All-outdoor			Split-mount			
Transport Technology	Packet-based					Hybrid	
Typical Applications	Wireless backhaul at tail-sites and small-cell sites	Wireless backhaul at tail-sites and small-cell sites	Wireless backhaul for carriers, Private networks and Metro area networks	Private Networks, Business access, Wireless Backhaul at small cells sites	Wireless backhaul at aggregation sites	Wireless backhaul for carriers and Private networks	Private Networks, Business access, wireless backhaul at small cells sites
Type of Customers	Cellular operators, Wireless ISPs, Private Network providers	Cellular operators, Wireless ISPs, Private Network providers	Cellular operators, WiMax carriers, Wireless ISPs, Incumbent local exchange carriers, Businesses, Public institutions	Cellular operators, Wireless ISPs, Businesses, Public institutions	Cellular operators, Wireless service providers, Incumbent local exchange carriers	Cellular operators, Wireless service providers, Incumbent local exchange carriers	Cellular operators, Wireless ISPs, Businesses, Public institutions

Our Evolution™ product family offers products that address the needs for high capacity all-IP, TDM or hybrid long-haul and backbone applications:

	Long-Haul				
Network Infrastructure	**IP/Hybrid All-Indoor**			**Split-Mount**	
Product	**Evolution Long-Haul**	**FibeAir 3200**	**Evolution IP-10 Compact Long-Haul (CLH)**	**Evolution Long-Haul**	**PointLink**
Description	Multi-channel High-Capacity Long-Haul solution	High-Capacity Circuit-switched TDM	Compact all-indoor system for high capacity long distance applications.	4-channels High-Capacity Long-Haul solution	High capacity offshore communication
Interfaces	6 Gigabit ports (SFP or electric), nxSTM-1/OC-3, nxSTM-4/OC-12, 75xE1s/80xDS1s	Multiple STM-1/OC-3	Gigabit Ethernet multiple E1/T1, Fast Ethernet multiple E1/T1	6 Gigabit ports (SFP or electric), nxSTM-1/OC-3, nxSTM-4/OC-12, 75xE1s/80xDS1s	
Typical Applications	Wireless backhaul, Wireless backbone, simple migration from TDM to IP long-haul	Wireless backhaul, Long distance networks	Wireless backhaul, Long distance networks in sites with limited 'real-state'	Wireless backhaul, Wireless backbone, simple migration from TDM to IP long-haul	Offshore oil/gas rigs in high vibration environment
Type of Customers	Wireless service providers, Incumbent local exchange carriers, Public institutions	Wireless service providers, Incumbent local exchange carriers	Wireless service providers, private network operators (utilities, rail, state & local government etc.)	Wireless service providers, Incumbent local exchange carriers, Public institutions	Oil and gas drilling companies, shipping industry

Our network management system (NMS) can be used to monitor network element status, provide statistical and inventory reports, download software and configuration to elements in the network, and provide end-to-end service management across the network. Our NMS solutions support all IP-20 platform products, as well as our legacy FibeAir IP-10 and Evolution products through a single user interface.

	Network Management System (NMS)
Description	User-friendly Network Management System designed for managing large scale wireless back haul networks. Optimized for centralized operation and maintenance of a complete network with an intuitive graphical interface for managing performance, end-to-end configuration, faults and system security.
Key Features	Managing wireless backhaul networks; Fault management; Configuration & performance management; Network awareness; Full FCAPS Support Redundancy & Backup; Pay as you Grow with Software Key Mechanism; Northbound Interfaces; Multi-platform Operating System Support

Our IP-based network products use native IP technology. Our hybrid products use our hybrid concept which allows them to transmit both native IP and native circuit-switched TDM traffic simultaneously over a single radio link. Native IP refers to systems that are designed to transport IP-based network traffic directly rather than adapting IP-based network traffic to existing circuit-switched systems. This approach increases efficiency and decreases latency. Our products provide effectively seamless migration to gradually evolve the network from an all circuit-switched and hybrid concept to an all IP-based packet.

As telecommunication networks and services become more demanding, there is an increasing need to match the indoor units' advanced networking capabilities with powerful and efficient radio units. Our outdoor RFUs are designed with sturdiness, power, simplicity, and compatibility in mind. As such, they provide high-power transmission for both short and long distances and can be assembled and installed quickly and easily. The RFUs can operate with different Ceragon indoor units, according to the desired configuration, addressing any network need be it cellular, backbone, rural or private backhaul networks.

Our RFUs deliver a maximum capacity over 86 MHz channels with configurable modulation schemes from QPSK to 2048QAM. High spectral efficiency is ensured by using the same bandwidth for double the capacity, using a single channel, with vertical and horizontal polarizations. This feature is implemented with a built-in cross polarization interference canceller (XPIC) mechanism. Ceragon was also the first microwave solutions vendor to introduce a fully functioning LoS 4x4 MIMO (multiple inputs, multiple outputs) radio. Taking advantage of LoS MIMO technology, our solutions quadruple the available capacity over a single frequency channel using a single, compact FibeAir IP-20C device.

Our Services

We are committed to providing high levels of service and implementation support to our customers. Our sales and network field engineering services personnel work closely with customers, system integrators and others to coordinate network design and ensure successful deployment of our solutions.

We offer our customers turnkey project services that include: advanced network and radio planning, site survey, solutions development, installation, maintenance, training and more. We are increasingly engaged in projects in which we provide the requisite installation, supervision and testing services, either directly or through subcontractors.

We support our products with documentation and training courses tailored to our customers' varied needs. We have the capability to remotely monitor the in-network performance of our products and to diagnose and address problems that may arise. We help our customers to integrate our network management system into their existing internal network operations control centers.

Our Customers

We have sold our products through a variety of channels to over 430 service providers and the operators of hundreds of private networks in more than 130 countries. Our principal customers are mobile operators, cellular operators and wireless service providers that use our products to expand backhaul network capacity, reduce backhaul costs and support the provision of advanced telecommunications services. In 2014, we maintained our positioning as the number one wireless backhaul specialist, in terms of unit shipments and global distribution of our business. While most of our sales are direct, we do reach a number of these customers through OEM or distributor relationships. We also sell systems to large businesses and public institutions that operate their own private communications networks through system integrators, resellers and distributors. Our customer base is diverse in terms of both size and geographic location.

In 2014, customers from the Europe region contributed 16% of total yearly revenue. Our sales in Latin America and Africa reached 22% and 15% of yearly revenue in 2014 respectively. Our sales in Asia Pacific (excluding India), North America and India in 2014 were 11%, 11% and 25%, respectively.

The following table summarizes the distribution of our revenues by region, stated as a percentage of total revenues for the years ended December 31, 2012, 2013 and 2014 and the names of representative customers:

	Year Ended December 31,			
	2012	2013	2014	
Region				**Representative Customers**
North America	9%	9%	11%	T-Mobile, Govnet, Peg Bandwidth, Connectronics, Tessco, Conterra
Europe	22%	18%	16%	Hutchison 3, Telenor Serbia, KPN, Tele2, Telecom Austria Group
Africa	13%	20%	15%	Airtel, Globacom, Vodacom
India	12%	8%	25%	Bharti Airtel, IDEA Cellular, Reliance Communications, Reliance Jio infocom, Tata Teleservices
APAC (excluding India)	16%	11%	11%	Optus Australia, Smartfren, Viettel
Latin America	28%	34%	22%	Telefonica, Telcel, America Movil

Sales and Marketing

We sell our products through a variety of channels, including direct sales, OEMs, resellers, distributors and system integrators. Our sales and marketing staff includes approximately 613 employees in numerous countries worldwide, who work together with local agents, distributors and OEMs to expand our sales.

We are a supplier to three key OEMs which together accounted for approximately 8.3% of our revenues for the year ended December 31, 2014. System integrators distributors and resellers accounted for approximately 15.1% of our revenues for the year ended December 31, 2014. We are focusing our efforts on direct sales, which accounted for approximately 76.6% of our revenues for the year ended December 31, 2014, because we believe that this is the way to provide more value to our customers. We also plan to develop additional strategic relationships with equipment vendors, system integrators, networking companies and other industry suppliers with the goal of gaining greater access to our target markets.

Our marketing efforts include advertising, public relations and participation in industry trade shows and conferences.

Manufacturing and Assembly

Our manufacturing process consists of materials planning and procurement, assembly of indoor units and outdoor units, final product assurance testing, quality control and packaging and shipping. With the goal of streamlining all manufacturing and assembly processes, we have implemented an outsourced, just-in-time manufacturing strategy that relies on contract manufacturers to manufacture and assemble circuit boards and other components used in our products and to assemble and test indoor units and outdoor units for us. The use of advanced supply chain techniques has enabled us to increase our manufacturing capacity, reduce our manufacturing costs and improve our efficiency.

We outsource most of our manufacturing operations to major contract manufacturers in Israel, Malaysia, Singapore and the Philippines. Some of our manufacturing and warehousing is done in our production facility in Slovakia. On March 18, 2015 we signed a contract with a certain contract manufacturer to outsource our production facility in Slovakia. The production transfer to the new manufacturer will take place during 2015. Most of our warehouse operations are outsourced to subcontractors in Israel and the Philippines. The raw materials for our products come primarily from the United States, Europe and Asia Pacific. In 2012 we opened an RMA (return merchandise authorization) center at our subcontractor site in the Philippines to improve cost efficiencies in handling repairs and in 2011 we opened an RMA center in India at our New Delhi offices to provide quick and efficient repair services to our customers in that region.

We comply with standards promulgated by the International Organization for Standardization and have received certification under the ISO 9001 and ISO 14000 standards. These standards define the procedures required for the manufacture of products with predictable and stable performance and quality, as well as environmental guidelines for our operations. Our headquarters in Tel Aviv and our production plant in Slovakia are certified to OHSAS 18001 for Occupational Health and Safety assurance system.

Our activities in Europe require that we comply with European Union Directives with respect to product quality assurance standards and environmental standards including the “RoHS” (Restrictions of Hazardous Substances) Directive.

Research and Development

We place considerable emphasis on research and development to improve and expand the capabilities of our existing products, to develop new products, with particular emphasis on equipment for transitioning to IP-based networks, and to lower the cost of producing both existing and future products. We intend to continue to devote a significant portion of our personnel and financial resources to research and development. As part of our product development process, we maintain close relationships with our customers to identify market needs and to define appropriate product specifications. In addition, we intend to continue to comply with industry standards and, in order to participate in the formulation of European standards, we are full members of the European Telecommunications Standards Institute.

Our research and development activities are conducted mainly at our facilities in Tel Aviv, Israel and also at our subsidiaries in Greece and Romania. As part of the restructuring activities in 2013, we closed our research and development activities in Bergen, Norway. As of December 31, 2014, our research, development and engineering staff consisted of 220 employees. Our research and development team includes highly specialized engineers and technicians with expertise in the fields of millimeter wave design, modem and signal processing, data communications, system management and networking solutions.

Our research and development department provides us with the ability to design and develop most of the aspects of our proprietary solutions, from the chip-level, including both application specific integrated circuits, or ASICs and RFICs, to full system integration. Our research and development projects currently in process include extensions to our leading IP-based networking product lines and development of new technologies to support future product concepts. In addition, our engineers continually work to redesign our products with the goal of improving their manufacturability and testability while reducing costs.

Intellectual Property

To safeguard our proprietary technology, we rely on a combination of patent, copyright, trademark and trade secret laws, confidentiality agreements and other contractual arrangements with our customers, third-party distributors, consultants and employees, each of which affords only limited protection. We have a policy which requires all of our employees to execute employment agreements which contain confidentiality provisions.

Our patent portfolio may not be as extensive as those of our competitors. As a result, we may have limited ability to assert any patent rights in negotiations with, or in counterclaiming against, competitors who assert intellectual property rights against us. To date, we have 21 patents granted in the United States and other foreign jurisdictions including the EPO (European Patent Office) and 22 patent applications pending in the United States and other foreign jurisdictions including the EPO. We cannot assure you that any patents will actually be issued or that the scope of any issued patent will adequately protect our intellectual property rights.

We have registered trademarks as follows:

- for the standard character mark Ceragon Networks and our logo in the United States, Israel, and the European Union;

- for the standard character mark Ceragon Networks in Canada;
- for the standard character mark CERAGON in Russia, Morocco, Israel, Mexico, Malaysia, United States, South Africa, the Philippines and International Registration (protection granted in Australia, Iceland, Bosnia & Herzegovina, Switzerland, Croatia, Norway, Russia, South Korea, Ukraine, CTM (European Union), Turkey and Singapore);
- for our design mark for FibeAir in the United States, Israel and the European Union;
- for the standard character mark FibeAir in the United States;
- for the standard character mark CeraView in the United States, Israel and the European Union; and
- For the standard character mark Native² in India.

We have pending trademark applications s as follows:

- for the standard character mark CERAGON in Argentina, Brazil, Chile, Colombia, Indonesia, India, Nigeria, Venezuela, and International Registration (protection pending in China, Egypt, Kenya, Macedonia and Vietnam).

Competition

The market for wireless equipment is rapidly evolving, fragmented, highly competitive and subject to rapid technological change. We expect competition, which may differ from region to region, to persist, intensify and increase in the future, especially if rapid technological developments occur in the broadband wireless equipment industry or in other competing high-speed access technologies. We also expect consolidation to continue as some players are looking to exit the wireless backhaul space in order to focus on other lines of their business. We believe that in a consolidating market the role of microwave specialists, such as ourselves, will be more significant.

We compete with a number of wireless equipment providers worldwide that vary in size and in the types of products and solutions they offer. Our primary competitors include industry “generalists” such as Alcatel-Lucent, Fujitsu Limited, Huawei Technologies Co., Ltd., L.M. Ericsson Telephone Company, NEC Corporation, Nokia Solutions and Networks B.V. (NSN) and ZTE Corporation. In addition to these primary competitors, a number of other smaller “specialist” microwave communications equipment suppliers, including Aviat Networks, DragonWave Inc., and SIAE Microelectronica S.p.A offer or are developing products that compete with our products.

Additionally, the telecommunications equipment industry has experienced significant consolidation among its participants, and we expect this trend to continue. Examples include our acquisition of Nera in January 2011 and the 2012 acquisition by DragonWave of the microwave division of NSN, which itself was formed as a joint venture between Nokia and Siemens. Other examples include the mergers of Alcatel and Lucent and the wireless divisions of Harris and Stratex Networks, and the acquisition by Ericsson of Marconi. These consolidations have increased the size and thus the competitive resources of these companies.

We believe we compete favorably on the basis of:

- our focus on the mobile market and active involvement in shaping next generation standards and technologies;
- product performance, reliability and functionality;
- range and maturity of product portfolio, including the ability to provide both circuit switch and IP solutions and therefore to provide a migration path for circuit-switched to IP-based networks;
- cost structure;
- focus on high-capacity, point-to-point microwave technology, which allows us to quickly adapt to our customers’ evolving needs;

- range of turnkey services offering for faster deployment of an entire network and reduced total cost of ownership; and
- support and technical service, experience and commitment to high quality customer service.

Our products also indirectly compete with other high-speed communications solutions, including fiber optic lines and other wireless technologies.

Israeli Office of Chief Scientist

The Government of Israel encourages research and development projects through the Office of the Chief Scientist of the Israeli Ministry of Industry, Trade and Labor, or the OCS, pursuant to the Law for the Encouragement of Industrial Research and Development, 1984, and the regulations promulgated thereunder, commonly referred to as the R&D Law.

Under the R&D Law, we applied for and were granted R&D grants. In exchange, we as a recipient of such grants were required to pay the OCS royalties from the revenues derived from products developed within the framework of such R&D programs.

In December 2006, we entered into an agreement with the OCS to conclude our R&D grant programs sponsored by the OCS and by 2008, retired all the debt remaining therefrom. The R&D Law generally requires that the product developed under a program be manufactured in Israel. However, upon the approval of the OCS, some of the manufacturing volume may be performed outside of Israel, provided that the grant recipient pays royalties at an increased rate and at an increased total amount, which may be substantial.

The R&D Law also provides that know-how developed under an approved research and development program may not be transferred to third parties in Israel without the approval of the research committee. Such approval is not required for the sale or export of any products resulting from such research or development. The R&D Law further provides that the know-how developed under such research and development program may not be transferred to any third parties outside Israel, except in certain circumstances and subject to prior OCS approval, which may be conditioned by payment of substantial payments or reciprocal exchange of know-how with the recipient or a cooperation program therewith.

The R&D Law imposes reporting requirements with respect to certain changes in the ownership of a grant recipient. The law requires the grant recipient and its controlling shareholders and foreign interested parties to notify the OCS of any change in control of the recipient or a change in the holdings of the means of control of the recipient that results in a non-Israeli becoming an interested party directly in the recipient and requires the new interested party to undertake to the OCS to comply with the R&D Law. In addition, the rules of the OCS may require additional information or representations in respect of certain of such events. For this purpose, “control” is defined as the ability to direct the activities of a company other than any ability arising solely from serving as an officer or director of the company. A person is presumed to have control if such person holds 50% or more of the means of control of a company. “Means of control” refers to voting rights or the right to appoint directors or the chief executive officer. An “interested party” of a company includes a holder of 5% or more of its outstanding share capital or voting rights, its chief executive officer and directors, someone who has the right to appoint its chief executive officer or at least one director, and a company with respect to which any of the foregoing interested parties owns 25% or more of the outstanding share capital or voting rights or has the right to appoint 25% or more of the directors. Accordingly, any non-Israeli who acquires 5% or more of our ordinary shares will be required to notify the OCS that it has become an interested party and to sign an undertaking to comply with the R&D Law.

In each of 2013 and 2014 we received new approvals for grants from the Government of Israel through the OCS, for the financing of certain research and development expenditures in Israel (the “New Grants”) in the amounts of approximately $0.7 million, which has already been received, and $1.8 million, which has been partially received, respectively. The New Grants require us to comply with the requirements of the R&D Law in the same manner applicable to previous grants, provided, however, that the obligation to pay royalties on sales of products based on technology or know how developed with the New Grants does not apply to us, but may apply, under certain conditions, to a recipient of the technology or know how developed with the New Grants, to the extent such is sold and/or transferred.

In addition to the royalty-bearing grants described above, in March 2014 we agreed to participate in two "Magnet" Consortium Programs (the "**Programs**")sponsored by the OCS, which grants do not bear any royalty obligations. In the framework of the Programs, intended to support innovative generic industry-oriented technologies, we are to cooperate with additional companies and research institutes. The R&D Law applies to these programs, including the restrictions on transfer of know how or manufacturing outside of Israel, as described above. In 2013 and 2014 we received a total of $1 million from the OCS under the Programs, and we anticipate receiving further sums of approximately $0.8 million in each of 2015 and 2016, respectively, subject to our compliance with the terms of the Programs.

C. Organizational Structure

We are an Israeli company that commenced operations in 1996. The following is a list of our significant subsidiaries:

Company	Place of Incorporation	Ownership Interest
Ceragon Networks, Inc.	New Jersey	100%
Ceragon Networks AS	Norway	100%
Ceragon America Latina Ltda.	Brazil	100%
Ceragon Networks s.r.o	Slovakia	100%
Ceragon Networks (India) Private Limited	India	100%

D. Property, Plants and Equipment.

Our corporate headquarters and principal administrative, finance and operations departments are located at a leased facility of approximately 83,496 square feet of office space in Tel Aviv, Israel. The leases for the majority of this space will expire December 31, 2017, with an option to terminate early after three years that has elapsed at the end of 2014. At the end of 2014, we informed the landlord of our intention to reduce the leased office space by approximately 21,129 square feet at the end of 2015.

We also lease the following space at the following properties:

- in the United States, we lease approximately 5,888 square feet of office space in Paramus, New Jersey and approximately 12,000 square feet of office space in Richardson, Texas. The lease in Paramus is valid until April 2015 and the lease in Texas is valid until May 2018; we have leased 5,348 square feet of new premises in overlook at Great Notch, NJ expiring April, 2021

- in Norway, we lease approximately 72,310 square feet of office space in Bergen. In May 2014, we moved to new premises in Bergen leasing approximately 12,000 square feet of office space expiring in May 2019;

- in India, we lease approximately 11,737 square feet of office space in New Delhi expiring in October 2016;

- in Slovakia, we lease approximately 44,780 square feet of manufacturing facility in Liptovsky Hradoc expiring in September 2015. The Company is in a process of outsourcing Slovakia manufacturing and securing a new office space; and

- in Brazil we lease approximately 33,850 square feet of office and warehouse space in Barueri expiring in December 2017. We are expecting to reduce the office and warehouse space in the second quarter of 2015 to approximately 13,000 square feet.

We also lease space for other local subsidiaries to conduct pre-sales and marketing activities in their respective regions.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with our consolidated financial statements, the notes to those financial statements and other financial data that appear elsewhere in this annual report. In addition to historical information, the following discussion contains forward-looking statements based on current expectations that involve risks and uncertainties. Actual results and the timing of certain events may differ significantly from those projected in such forward-looking statements due to a number of factors, including those set forth in "Risk Factors" and elsewhere in this annual report. Our consolidated financial statements are prepared in conformity with U.S. GAAP.

A. Operating Results

Overview

We are the number one wireless backhaul specialist in terms of unit shipments and global distribution of our business. We provide wireless backhaul solutions that enable cellular operators and other wireless service providers to deliver voice and data services, enabling smart-phone applications such as Internet browsing, social networking applications, image sharing, music and video applications. Our wireless backhaul solutions use microwave technology to transfer large amounts of telecommunication traffic between base stations and small-cells and the core of the service provider's network.

Designed for all Internet Protocol (IP) network configurations, including risk-free migration from legacy to next-generation backhaul and fronthaul , our solutions provide fiber-like connectivity for next generation Ethernet/Internet Protocol, or IP-based, networks; for legacy circuit-switched, or SONET/SDH, networks and for hybrid networks that combine IP and circuit-switching. Our solutions support all wireless access technologies, including LTE-Advanced, LTE, HSPA, EV-DO, CDMA, W-CDMA and GSM. These solutions allow wireless service providers to cost-effectively and seamlessly evolve their networks from circuit-switched and hybrid concepts to all IP. In addition, our solutions allow for the proliferation of small-cell heterogeneous networks (HetNets), thereby meeting the increasing demands by the growing numbers of subscribers and the increasing needs for mobile data services. Our systems also serve evolving network architectures including all-IP long haul networks.

We also provide our solutions to other non-carrier vertical markets such as oil and gas companies, public safety network operators, businesses and public institutions, broadcasters, energy utilities and others that operate their own private communications networks. Our solutions are deployed by more than 430 service providers of all sizes, as well as in hundreds of private networks, in nearly 130 countries.

In March 2013, we received $113.7 million of credit facilities which replaced all of the Company's previous credit facilities. In October 2013 and again in April 2014, we obtained the bank syndicate's consent for temporary less restrictive financial covenants. On March 31, 2015 we reached an agreement with the bank syndicate amending our existing credit facility agreement including certain relief under our covenants and other changes in our credit facility, and an extension of the agreement with certain reductions in the maximum credit until June 30, 2016. See Liquidity and Capital Resources below, for more detailed discussion.

In December 2014, we announced a significant new restructuring of our operations to reduce our operational costs. The restructuring plan is intended to realign operations, reduce head count and undertake other cost reduction measures in order to lower our breakeven point and improve profitability. Once the restructuring and other cost reduction measures are completed, they are expected to result in annual savings of approximately $18 to $22 million. The restructuring plan includes relocating certain offices and reducing staff functions and some operations positions, as well as other measures. In 2014 we incurred restructuring charges of $6.8 million, primarily due to 2014 restructuring plan. In addition, we incurred a $4.4 million write-off of discontinued product inventory related to the restructuring plan in the fourth quarter of 2014 and we estimate additional costs will be approximately $1 to $2 million during the first half of 2015.

In April 2014, we signed an agreement with Eltek ASA to settle all claims, counter claims, legal proceedings, and any other contingent or potential claims regarding alleged breaches of representations and warranties contained in the purchase agreement governing the Nera Acquisition in January 2011. Pursuant to the settlement agreement, we received $17 million in cash.

In August 2014, the Company completed a public offering of its shares on NASDAQ. Total net proceeds from the issuance amounted to approximately $ 45.1 million, net of issuance expenses in the amount of $ 400 thousand.

Industry Trends

Market trends have placed, and will continue to place, pressure on the selling prices for our products. Our objective is to continue to meet the demand for our solutions while at the same time increasing our profitability. We seek to achieve this objective by constantly reviewing and improving our execution in, among others, development, manufacturing and sales and marketing. Set forth below is a more detailed discussion of the trends affecting our business:

- Growing Number of Global Wireless Subscribers. Growth in the number of global wireless subscribers is being driven by the availability of inexpensive cellular phones and more affordable wireless service, particularly in developing countries and emerging markets, and is being addressed by expanding wireless networks and by building new networks.

- Increasing Demand for Mobile Data Services. Cellular operators and other wireless service providers are facing increasing demand from subscribers to deliver voice and data services, including Internet browsing, music and video applications.

- The emergence of small cells and HetNets present wireless backhaul challenges that differ from those of traditional macro-cells. Small cells and HetNet architectures can be used to provide a second layer of coverage in 3G and LTE networks, resulting in higher throughput and data rates for the end-user.

- Transition to IP-based Networks. Cellular operators and other wireless service providers are deploying all-IP networks and upgrading their infrastructure to interface with an IP-based core network in order to increase network efficiency, lower operating costs and more effectively deliver high-bandwidth data services.

- Network Function Virtualization (NFV) and Software Defined Networking (SDN) deliver network architectures that transition networks from a world of task-specific dedicated equipment elements, to a world of optimization of network performance through network intelligence.

- Network sharing business models are being adopted by mobile network operators (MNOs) who are faced with increasing competition from over-the-top players and an ever-growing capacity crunch. Network sharing can be particularly effective in the backhaul portion of mobile networks, especially as conventional macro cells evolve into super-sized macro sites that require exponentially more bandwidth for backhaul.

We are also experiencing pressure on our sale prices as a result of several factors:

- Increased Competition: Our target market is characterized by vigorous, worldwide competition for market share and rapid technological development. These factors have resulted in aggressive pricing practices and downward pricing pressures, and growing competition from both start-up companies and well-capitalized telecommunication systems providers.

- Regional Pricing Pressures: A significant portion of our sales derives from Latin America and India in response to the rapid build-out of cellular networks in this region. For the years ended December 31, 2012, 2013 and 2014, 28% 34% and 22%, respectively, of our revenues were earned in Latin America. For the years ended December 31, 2012, 2013 and 2014, 12%, 8% and 25%, respectively, of our revenues were earned in India. Sales of our products in these markets are generally at lower gross margins in comparison to other regions. Recently, network operators have started to share parts of their network infrastructure through cooperation agreements rather than legal considerations, which may adversely affect demand for network equipment.

- Transaction Size: Competition for larger equipment orders is increasingly intense due to the fact that the number of large equipment orders in any year is limited. Consequently, we generally experience greater pricing pressure when we compete for larger orders as a result of this increased competition and demand from purchasers for greater volume discounts. As an increasing portion of our revenues is derived from large orders, we believe that our business will be more susceptible to these pressures.

As we continue to focus on operational improvements, these price pressures may have a negative impact on our gross margins.

As we continue to adjust our geographic footprint, we are increasingly engaged in supplying installation and other services for our customers, often in emerging markets. In this context, we may act as prime contractor and equipment supplier for network build-out projects, providing installation, supervision and commissioning services required for these projects, or we may provide such services and equipment for projects handled by system integrators. In such cases, we typically bear the risks of loss and damage to our products until the customer has issued an acceptance certificate upon successful completion of acceptance tests. If our products are damaged or stolen, or if the network we install does not pass the acceptance tests, the end user or the system integrator, as the case may be, could delay payment to us and we would incur substantial costs, including fees owed to our installation subcontractors, increased insurance premiums, transportation costs and expenses related to repairing or manufacturing the products. Moreover, in such a case, we may not be able to repossess the equipment, thus suffering additional losses. Also these projects are turn-key projects, which involve fixed-price contracts. We assume greater financial risks on fixed-price projects, which routinely involve the provision of installation and other services, versus short-term projects, which do not similarly require us to provide services or require customer acceptance certificates in order for us to recognize revenue.

Until 2011, our revenues had grown rapidly; our revenues were flat in 2012 decreased significantly in 2013 and went up slightly in 2014. We cannot assure you that we will be able to resume growth in future periods, taking also into consideration that a large portion of the growth resulted from the Nera Acquisition.

On December 15, 2014 we announced certain steps in order to accelerate our return to profitability. Some of these steps included managing the revenue mix more carefully, and to seeking revised pricing, payment and other terms on new orders in certain situations. These steps may impact our market share and as a result may adversely affect our revenues and results of operations.

Results of Operations

Revenues. We generate revenues primarily from the sale of our products, and, to a lesser extent, services. The final price to the customer may vary based on various factors, including but not limited to the size of a given transaction, the geographic location of the customer, the specific application for which products are sold, the channel through which products are sold, the competitive environment and the results of negotiation.

Cost of Revenues. Our cost of revenues consists primarily of the prices we pay contract manufacturers for the products they manufacture for us, the costs of off the shelf parts, accessories and antennas, the costs of our manufacturing facility, estimated warranty costs, costs related to management of our manufacturing facility, supply chain and shipping as well as inventory devaluation and write-down costs. In addition, we pay salaries and related costs to our employees and fees to subcontractors relating to installation services with respect to our products.

Significant Expenses

Research and Development Expenses. Our research and development expenses consist primarily of salaries and related costs for research and development personnel, subcontractors' costs, costs of materials and depreciation of equipment. All of our research and development costs are expensed as incurred. We believe continued investment in research and development is essential to attaining our strategic objectives.

Selling and Marketing Expenses. Our selling and marketing expenses consist primarily of compensation and related costs for sales and marketing personnel, amortization of intangible assets, trade show and exhibit expenses, travel expenses, commissions and promotional materials.

General and Administrative Expenses. Our general and administrative expenses consist primarily of compensation and related costs for executive, finance, information system and human resources personnel, professional fees (including legal and accounting fees), insurance, provisions for doubtful accounts and other general corporate expenses.

Restructuring costs. Our restructuring expenses consisted primarily of severance and related benefit charges, and to a lesser extent, facilities costs related to obligations under non-cancelable leases for facilities that we ceased to use and other associated costs.

Financial Income (expenses), net. Our financial income (expenses), net, consists primarily of interest paid on bank debts, gains and losses arising from the re-measurement of transactions and balances denominated in non-dollar currencies into dollars, gains and losses from our currency hedging activity, amortization of marketable securities premium, net, and other fees and commissions paid to banks, offset by interest earned on bank deposits and marketable securities.

Taxes. Our tax expenses consist of current corporate tax expenses in various locations and changes in deferred tax assets and liabilities.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require management to make certain estimates, judgments and assumptions based upon information available at the time they are made, historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented.

Our management believes the accounting policies that affect its more significant judgments and estimates used in the preparation of its consolidated financial statements and which are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue recognition;
- Inventory valuation;
- Provision for doubtful accounts;

- Taxes on income;
- Stock-based compensation expense; and
- Impairment of goodwill and long-lived assets.

Revenue recognition. We generate revenues from selling products to end users, distributors, system integrators and original equipment manufacturers ("OEM").

Revenues from product sales are recognized in accordance with ASC topic 605-10, "Revenue recognition" and with ASC 605-25 "Multiple-Element Arrangements" ("ASC 605"), when delivery has occurred, persuasive evidence of an arrangement exists, the vendor's fee is fixed or determinable, no future obligation exists and collectability is probable.

In case the sale is subject to a right of return, we record a provision for estimated sale returns and stock rotation granted to customers on products in the same period the related revenues are recorded in accordance with ASC 605. These estimates are based on historical sales returns, stock rotations and other know factors. Such provisions were immaterial as of December 31, 2013 and 2014, respectively.

Pursuant to the guidance of ASU 605-25, "Multiple Deliverable Revenue Arrangements," when a sales arrangement contains multiple elements, such as equipment and services, we allocate revenues to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence (''VSOE'') if available, third party evidence (''TPE'') if VSOE is not available, or estimated selling price (''ESP'') if neither VSOE nor TPE is available. In multiple element arrangements, revenues are allocated to each separate unit of accounting for each of the deliverables using the relative estimated selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy.

In certain arrangements, we consider the sale of equipment and its installation to be two separate units of accounting in the arrangement in which the installation is not essential to the functionality of the equipment, the equipment has value to the customer on a standalone basis and whenever the arrangement does not include a general right of return relative to the delivered item or delivery or performance of the undelivered item(s) is considered probable and substantially in the control of the Company. In such an arrangement, revenues from the sale of equipment are recognized upon delivery, if all other revenue recognition criteria are met and the installation revenues are deferred to the period in which such installation occurs (but not less than the amount contingent upon completion of installation, if any) using relative selling prices of each of the deliverables based on the aforementioned selling price hierarchy.

We determine the selling price in our multiple-element arrangements by reviewing historical transactions, and considering internal factors including, but not limited to, pricing practices including discounting, margin objectives, and competition. The determination of ESP is made through consultation with management, taking into consideration the pricing model and strategy.

When sale arrangements include a customer acceptance provision, revenue is recognized when we demonstrate that the criteria specified in the acceptance provision has been satisfied or as the acceptance provision has lapsed and deemed to be attained.

To assess the probability of collection for revenue recognition purposes, we analyze historical collection experience, current economic trends and the financial position of our customers. On the basis of these criteria, we conclude whether revenue recognition should be deferred and recognized on a cash basis.

Deferred revenue includes unearned amounts received in our arrangements, and amounts received from customers but not recognized as revenues due to the fact that these transactions did not meet the revenue recognition criteria.

Inventory valuation. Our inventories are stated at the lower of cost or market value. Cost is determined by using the moving average cost method. At each balance sheet date, we evaluate our inventory balance for excess quantities and obsolescence. This evaluation includes an analysis of slow-moving items and sales levels by product and projections of future demand. If needed, we write off inventories that are considered obsolete or excessive. If future demand or market conditions are less favorable than our projections, additional inventory write-downs may be required and would be reflected in cost of revenues in the period the revision is made. As of December 31, 2014 our inventory write-off provision was $5.2 million.

Provision for doubtful accounts. We perform ongoing credit evaluations of our trade receivables and maintain an allowance for doubtful accounts, based upon our judgment as to our ability to collect outstanding receivables. Allowance for doubtful accounts is made based upon a specific review of all the overdue outstanding invoices. In determining the provisions, we analyze our historical collection experience, current economic trends, the financial position of our customers and the payment guarantees (such as letters of credit) that we receive from our customers. We also insure certain trade receivables under credit insurance policies. If the financial condition of our customers deteriorates, resulting in their inability to make payments, additional allowances might be required. As of December 31, 2014, our allowance for doubtful accounts was $8.4 million and our trade receivables were $162.6 million. Historically, our provision for doubtful accounts has been sufficient to account for our bad debts.

Taxes on income. We utilize the liability method of accounting for income taxes. We record a valuation allowance to reduce our deferred tax assets to the amount that we believe is more likely than not to be realized. In assessing the need for a valuation allowance, we consider all positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. Forming a conclusion that a valuation allowance is not required is difficult when there is negative evidence such as cumulative losses in the past. As a result of our cumulative losses and the utilization of our loss carry forward opportunities, we have recorded valuation allowances to reduce our net deferred tax assets to the amount we believe is more likely than not to be realized. While we have considered future taxable income and ongoing tax planning strategies in assessing the need for any valuation allowance, in the event we were to determine that it is more likely than not that we will be able to realize our deferred tax assets in the future in excess of the net recorded amount, an adjustment to the valuation allowance would increase income in the period such a determination is made. Likewise, should we determine that it is more likely than not that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the valuation allowance would be charged to expenses in the period such a determination is made. As a result, in the years ended December 31, 2012, 2013 and 2014 we recorded a tax income (expense) from the adjustment of the deferred tax assets in the amount of approximately $0.2 million, $(4.0) million and $(9.9) million , respectively.

We establish reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These reserves are established when we believe that certain positions might be challenged despite our belief that our tax return positions are in accordance with applicable tax laws. As part of the determination of our tax liability, management exercises considerable judgment in evaluating tax positions taken by us in determining the income tax provision and establishes reserves for tax contingencies in accordance with ASC 740 “Income Taxes” guidelines. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, new tax legislation or the change of an estimate based on new information. To the extent that the final tax outcome of these matters is different from the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the effect of reserve provisions and changes to reserves that are considered appropriate, as well as the related interest and penalties.

Management’s judgment is required in determining our provision for income taxes in each of the jurisdictions in which we operate. The provision for income tax is calculated based on our assumptions as to our entitlement to various benefits under the applicable tax laws in the jurisdictions in which we operate. The entitlement to such benefits depends upon our compliance with the terms and conditions set out in these laws. Although we believe that our estimates are reasonable and that we have considered future taxable income and ongoing prudent and feasible tax strategies in estimating our tax outcome, there is no assurance that the final tax outcomes will not be different than those which are reflected in our historical income tax provisions and accruals. Such differences could have a material effect on our income tax provision, net income and cash balances in the period in which such determination is made.

Stock-based compensation expense. ASC 718, “Compensation- Stock Compensation,” requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in our consolidated income statement.

We selected the binomial option pricing model as the most appropriate fair value method for our share-option awards based on the market value of the underlying shares at the date of grant. We recognize compensation expenses for the value of our awards, which have graded vesting, based on the accelerated attribution method over the requisite service period, net of estimated forfeitures. Estimated forfeitures are based on actual historical pre-vesting forfeitures and on management's estimates. If actual forfeitures differ from our estimates, stock-based compensation expense and our results of operations would be impacted.

Stock-based compensation expense recognized under ASC 718 was $5.5 million, $3.8 million and $3.3 million for the years ended December 31, 2012, 2013 and 2014, respectively.

Impairment of Long-Lived Assets. Our long-lived assets include property and equipment, goodwill and identifiable other intangible assets that are subject to amortization. In assessing the recoverability of our goodwill, property and equipment and other identifiable intangible assets that are held and used, we make judgments regarding whether impairment indicators exist based on our legal factors, market conditions and operating performances. Future events could cause us to conclude that impairment indicators exist and that the carrying values of the goodwill, property and equipment and other intangible assets are impaired. Any resulting impairment loss could have a material adverse impact on our financial position and results of operations.

ASC 350 "Intangible – Goodwill and Other," requires that goodwill be tested for impairment on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the Company below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition or sale or disposition of a significant portion of the company. We have concluded that we have one reporting unit. The goodwill impairment test is a two-step test. Under the first step, the fair value of the company is compared with its carrying value (including goodwill). If the fair value of the company is less than its carrying value, an indication of goodwill impairment exists and we must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the company's goodwill over the implied fair value of that goodwill. If the fair value of the company exceeds its carrying value, step two does not need to be performed. The fair value of the Company is estimated using a discounted cash flow methodology. This requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of our long-term rate of growth, the period over which cash flows will occur and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value or goodwill impairment for the Company. During 2014, we recognized impairment of goodwill in the amount of $14.8 million primarily from Nera Acquisition.

We are required to assess the impairment of long-lived assets, tangible and intangible, other than goodwill, under ASC 360 "Property, Plant, and Equipment," when events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment indicators include any significant changes in the manner of our use of the assets or the strategy of our overall business, significant negative industry or economic trends and significant decline in our share price for a sustained period. Our 2014 restructuring plan has created the need for such an assessment in 2014.

Upon determination that the carrying value of a long-lived asset may not be recoverable based upon a comparison of aggregate undiscounted projected future cash flows to the carrying amount of the asset, an impairment charge is recorded for the excess of fair value over the carrying amount. We measure fair value using discounted projected future cash flows. During 2014, we recognized impairment of fixed assets in the amount of $2.4 million related to specific assets that will not be used as a result of our restructuring plan.

Comparison of Period to Period Results of Operations

The following table presents consolidated statement of operations data for the periods indicated as a percentage of total revenues.

	Year Ended December 31		
	2012	2013	2014
Revenues	100%	100%	100%
Cost of revenues	69	69	77.2
Gross profit	31	31	22.8
Operating expenses:			
Research and development, net	10.6	11.9	9.4
Selling and marketing	17.3	18.7	15.1
General and administrative	6.2	7.4	6.4
Restructuring costs	1	2.6	1.8
Goodwill impairment	--	--	4.0
Other income	--	(2.1)	(5.3)
Total operating expenses	35.1	38.5	31.4
Operating loss	4.1	7.4	8.6
Financial expenses, net	0.8	3.9	10.2
Taxes on income	0.3	1.8	1.8
Net loss	5.2	13.1	20.6

Year ended December 31, 2013 compared to year ended December 31, 2014

Revenues. Revenues increased from $361.8 million for the year ended December 31, 2013 to $371.1 million for the year ended December 31, 2014, an increase of $9.3 million, or 2.6%. Revenues in India increased from $26.6 million in 2013 to $92.1 million in 2014, primarily due to a new deployment cycle in a major customer. Revenues in Africa region decreased from $73.7 million in 2013 to $56.0 million in 2014, primarily due to a completion of a major deployment cycle in a major customer. Revenues in the Latin America region decreased from $122.2 million in 2013 to $82.1 million in 2014 due to a completion of a major deployment cycle in a single group customer in this region.

Cost of Revenues. Cost of revenues increased from $249.5 million for the year ended December 31, 2013 to $ 286.7 million for the year ended December 31, 2014, an increase of $ 37.2 million, or 14.9%. This increase was attributable mainly to the following:

- Higher material costs primarily resulting from change in our revenue mix to one with lower prices of $38.8 million and inventory write-off of discontinued product inventory , in the amount of $4.4 million; partially offset by

- Lower subcontractors' expenses in the amount of $12.2 million resulting from change in our revenues mix.

Gross Profit. Gross profit as a percentage of revenues decreased from 31.0% for the year ended December 31, 2013 to 22.8% for the year ended December 31, 2014. This decrease was attributable mainly to change in our revenue mix to regions with lower prices.

Research and Development Expenses, Net. Our net research and development expenses decreased from $43.0 million for the year ended December 31, 2013 to $35.0 million for the year ended December 31, 2014, a decrease of $8.0 million, or 18.5%. The net decrease in our research and development expenses was attributable primarily to a reduction of approximately $6.5 million in salary and related expenses as a result of the 2013 restructuring plan, a decrease of approximately $0.8 million in office related expenses, mainly as a result of the decrease in research and development activities in Norway partially offset by an increase of $0.4 million in grant from the Israeli Office of the Chief Scientist. Our research and development efforts are a key element of our strategy and are essential to our success. We intend to maintain our commitment to research and development and an increase or a decrease in our total revenue would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures. As a percentage of revenues, research and development expenses decreased to 9.4% in the year ended December 31, 2014 compared to 11.9% for the year ended December 31, 2013.

Selling and Marketing Expenses. Selling and marketing expenses decreased from $67.7 million for the year ended December 31, 2013 to $56.1 million for the year ended December 31, 2014, a decrease of $11.6 million, or 17.2%. This decrease was primarily attributable to a decrease of approximately $4.9 million in salary and related expenses, mainly as a result of the 2013 restructuring plan, a decrease of $1.0 million in commissions as a result of a change in revenue mix, a decrease of $2.1 million in office expenses, mainly related to the closure of offices, a decrease of $1.8 million in travel expenses, and a decrease in stock based compensation expenses of $0.7 million. As a percentage of revenues, selling and marketing expenses were 15.1% in the year ended December 31, 2014 and 18.7% in the year ended December 31, 2013.

General and Administrative Expenses. General and administrative expenses decreased from $26.8 million for the year ended December 31, 2013 to $23.7 million for the year ended December 31, 2014, a decrease of $3.1 million, or 11.6%. This decrease was attributable primarily to a decrease of approximately $1.7 million in salary and related expenses, mainly as a result of the 2013 restructuring plan and, a decrease of $1.3 million in IT subcontractors related to our ERP implementation, partially offset by an increase in doubtful debt expenses of $1.5 million. As a percentage of revenues, general and administrative expenses were 7.4% and 6.4% for the years ended December 31, 2013 and 2014, respectively.

Restructuring costs. Restructuring costs decreased from $9.3 million for the year ended December 31, 2013 to $6.8 million for the year ended December 31, 2014, a decrease of $2.5 million, or 27.1%, due to the completion of the 2013 restructuring and a smaller restructuring in 2014.

Goodwill impairment. Goodwill impairment for the year ended December 31, 2014 included $14.8 million primarily from the Nera Acquisition.

Other income. Other income for the year ended December 31, 2014 included $16.8 million related to the settlement agreement with Eltek ASA and $3.0 million related to the expiration of certain pre-acquisition indirect tax exposures in connection with the Nera Acquisition. Other income for the year ended December 31, 2013 included $7.7 million related to the expiration of certain pre-acquisition indirect tax exposures in connection with the Nera Acquisition.

Financial expenses, Net. Financial expenses, net increased from $14.0 million for the year ended December 31, 2013 to $37.9 million for the year ended December 31, 2014, a change of $23.9 million. The increase in the financial expenses is mainly related to a $26.6 million non-recurring finance expense that consisted of $6.1 million of local currency devaluation and $20.5 million of re-measurement of certain assets denominated or linked to the U.S. dollar in Venezuela due to the Venezuelan government limitations on payments for imported goods in foreign currency. As a percentage of revenues, financial expenses, net increased to 10.2% in the year ended December 31, 2014 compared to 3.9% for the year ended December 31, 2013.

Taxes on income. Taxes on income remained flat in 2014. Our current taxes on taxable income in our sales, distribution and manufacturing subsidiaries, where the local activities are profitable, have decreased by $2.2 million. The reduction in tax provisions related to expiration of certain pre-acquisition direct tax exposures in connection with Nera Acquisition has increased by $4.2 million. These changes were offset by an increase in deferred tax expenses of $6.4 million, primarily due to devaluation of tax assets.

Net loss. Net loss increased from $47.5 million for the year ended December 31, 2013 to $76.5 million for the year ended December 31, 2014. As a percentage of revenues, net loss increased from 13.1 % for the year ended December 31, 2013 to 20.6% for the year ended December 31, 2014. The increase in net loss was attributable primarily to the increase in financial expenses, and a small decrease in revenue as well as the decrease in gross profit, offset partially by a decrease in operating expenses.

Year ended December 31, 2012 compared to year ended December 31, 2013

Revenues. Revenues decreased from $446.7 million for the year ended December 31, 2012 to $361.8 million for the year ended December 31, 2013, a decrease of $84.9 million, or 19.0%, partially due to downturns in the telecommunication industry. Revenues in India decreased from $54.4 million in 2012 to $26.6 million in 2013, primarily due to completion of a major deployment cycle in one of our largest customers while our other major customers were still deferring their investment as a result of market and regulatory conditions. Revenues in the Europe region decreased from $97.1 million in 2012 to $62.9 million in 2013, primarily due to economic and market conditions and our inability to penetrate/obtain substantial new customers. Revenues in the Asia Pacific region decreased from $70.7 million in 2012 to $40.7 million in 2013, primarily due to slow progress in penetrating new customers while our existing customers reduced their investment as part of cyclical investment patterns. The decrease in revenues was partially offset by an increase in the African region from $58.2 million in 2012 to $73.7 million in 2013. Revenues in the Latin America region remained flat in 2013.

Cost of Revenues. Cost of revenues decreased from $308.4 million for the year ended December 31, 2012 to $249.5 million for the year ended December 31, 2013, a decrease of $58.9 million, or 19.1%. This decrease was attributable mainly to the following:

- Lower material costs resulting from our reduction in revenues of $48.7 million;

- Lower cost of inventory step-up adjustment of acquired deferred revenue and customer orders to be delivered as of the closing of the Nera Acquisition, in the amount of $4.0 million; and

- Lower shipment and supply-related expenses in the amount of $3.6 million resulting from our reduction in revenues;

Gross Profit. Gross profit as a percentage of revenues was 31.0% for the years ended December 31, 2012 and 2013.

Research and Development Expenses, Net. Our net research and development expenses decreased from $47.5 million for the year ended December 31, 2012 to $43.0 million for the year ended December 31, 2013, a decrease of $4.5 million, or 9.5%. The decrease in our research and development expenses was attributable primarily to a reduction of approximately $1.5 million in salary and related expenses as a result of the 2012 and 2013 restructuring plans, a decrease of approximately $1.3 million in subcontractors and related expenses, mainly as a result of the decrease in research and development activities in Norway, and a decrease in stock based compensation expenses of $0.6 million, partially offset by a $0.6 grant from the Israeli Office of the Chief Scientist received in 2013. As a percentage of revenues, research and development expenses increased to 11.9% in the year ended December 31, 2013 compared to 10.6% for the year ended December 31, 2012.

Selling and Marketing Expenses. Selling and marketing expenses decreased from $77.3 million for the year ended December 31, 2012 to $67.7 million for the year ended December 31, 2013, a decrease of $9.6 million, or 12.4%. This decrease was primarily attributable to a decrease of approximately $4.5 million in salary and related expenses, mainly as a result of the 2012 and 2013 restructuring plans, a decrease of $1.2 million in commissions as a result of the reduction in revenues, a decrease of $1.2 million in office expenses, mainly related to the closure of several offices in Europe, a decrease of $1.0 million in amortization of intangible assets and a decrease in stock based compensation expenses of $0.6 million . As a percentage of revenues, selling and marketing expenses were 18.7% in the year ended December 31, 2013 and 17.3% in the year ended December 31, 2012.

General and Administrative Expenses. General and administrative expenses decreased from $27.5 million for the year ended December 31, 2012 to $26.8 million for the year ended December 31, 2013, a decrease of $0.7 million, or 2.8%. This decrease was attributable primarily to a decrease of approximately $1.0 million in salary and related expenses, mainly as a result of the 2012 and 2013 restructuring plans, a decrease of $0.5 million in legal expenses and a decrease in stock based compensation expenses of $0.4 million, offset by a one-time expense in 2013 in the amount of $1.3 million related to an adjustment of pension liabilities in Norway as a result of a change in the official Norwegian data regarding estimated life expectancy. As a percentage of revenues, general and administrative expenses were 6.2% and 7.4% for the years ended December 31, 2012 and 2013, respectively.

Restructuring costs. Restructuring costs increased from $4.6 million for the year ended December 31, 2012 to $9.3 million for the year ended December 31, 2013, an increase of $4.7 million, or 102.8%.

Other income. Other income for the year ended December 31, 2013 included $7.7 million related to the expiration of certain pre-acquisition indirect tax exposures in connection with the Nera Acquisition.

Financial expenses, Net. Financial expenses, net increased from $3.5 million for the year ended December 31, 2012 to $14.0 million for the year ended December 31, 2013, a change of $10.5 million. The increase in the financial expenses is mainly related to a $3.1 million non-recurring currency devaluation in Venezuela, a $3.3 million non-recurring charge related to actions taken in order to expatriate cash from Argentina, an increase in currency revaluation expenses in the amount of $3.4 million in various countries worldwide and an increase in interest expenses of our short-term loans in the amount of $1.0 million, offset by an increase in finance income from marketable securities and bank deposits in the amount of $0.7 million. As a percentage of revenues, financial expenses, net increased to 3.9% in the year ended December 31, 2013 compared to 0.8% for the year ended December 31, 2012.

Taxes on income. Taxes on income increased from $1.2 million for the year ended December 31, 2012 to $6.5 million for the year ended December 31, 2013, an increase of $5.3 million. The increase in tax expenses was mainly attributable to a $4.0 million non-recurring adjustment of valuation allowance on tax assets in the year ended December 31, 2013, and to a $1.1 million increase in current taxes on taxable income in our sales, distribution and manufacturing subsidiaries, where the local activities are profitable.

Net loss. Net loss increased from $23.4 million for the year ended December 31, 2012 to $47.5 million for the year ended December 31, 2013. As a percentage of revenues, net loss increased from 5.2 % for the year ended December 31, 2012 to 13.1% for the year ended December 31, 2013. The increase in net loss was attributable primarily to the decrease in gross profit as a result of the reduction in revenues, as well as to the increase in financial and tax expenses, offset by a decrease in operating expenses.

Impact of Currency Fluctuations

We typically derive the majority of our revenues in U.S. dollars. Although the majority of our revenues were denominated in U.S. dollars, a significant portion of our expenses were denominated in NIS, NOK (Norwegian Kroner) and Euros. Our NIS- -denominated expenses consist principally of salaries and related personnel expenses. We anticipate that a material portion of our expenses will continue to be denominated in NIS.

In addition, because exchange rates between the dollar and the NIS, the NOK and the Euro fluctuate continuously, and because exchange rates between the dollar and the ARS (Argentine Peso), the VEB (Venezuelan bolivar) and the BRL (Brazilian Real) fluctuated significantly in recent years and continue to fluctuate, exchange rate fluctuations would have an impact on our results and period-to-period comparisons of our results. We partially reduce this currency exposure by entering into hedging transactions. The effects of foreign currency re-measurements are reported in our consolidated statements of operations. For a discussion of our hedging transactions, please see Item 11:"QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK."

Transactions and balances in currencies other than U.S. dollars are re-measured into U.S. dollars according to the principles in ASC topic 830, "Foreign Currency Matters". Gains and losses arising from re-measurement are recorded as financial income or expense, as applicable.

The following table presents information about the change in exchange rate of several major currencies against the dollar:

Change in the U.S. dollar against local currencies

Year ended December 31,	NIS (%)	NOK (%)	Euro (%)	ARS (%)	VEB (%)	BRL (%)
2010	(6.0)	1.6	8.0	4.5	100.2	(3.1)
2011	7.7	3.0	3.3	7.9	0.0	8.2
2012	(2.3)	(7.5)	(2.1)	13.6	0.0	13.5
2013	(7.0)	9.0	(4.2)	29.7	46.6	12.5
2014	12.1	22.3	13.5	34.2	694.6	13.3

Effects of Government Regulations and Location on the Company's Business

For a discussion of the effects of Israeli governmental regulation and our location in Israel on our business, see "Information on the Company – Business Overview – Conditions in Israel" in Item 4 and the "Risks Relating to Israel" as well as the Risk Factor "*Our international operations expose us to the risk of fluctuation in currency exchange rates and restrictions related to cash repatriation*" in Item 3, above.

B. Liquidity and Capital Resources

Since our initial public offering in August 2000, we have financed our operations primarily through the proceeds of that initial public offering and follow-on offering and through royalty-bearing grants from the OCS. In the initial public offering, we raised $97.8 million; and through December 31, 2006, we received a total of $18.5 million from the OCS. In follow-on public offerings completed in December 2007 November 2013 and August 2014, we raised net amounts of $88.3 million $35.0 million and $45.1 million, respectively.

In January 2011, we entered into a loan agreement with Bank Hapoalim B.M. in the principal amount of $35 million (the Bank Hapoalim Agreement). The Bank Hapoalim Agreement provided that the principal amount of $35 million bore interest at a rate of Libor + 3.15%, which Libor was updated every three months. The principal amount was to be repaid in 17 quarterly installments from February 19, 2012, through February 19, 2016 and the interest was to be paid in quarterly payments starting as of February 19, 2011. As of December 31, 2014, the balance of the loan amounted to $10.3 million including current maturities in the amount of $8.2 million.

In March 2013, we entered into a Credit Facility with four banks: Bank Hapoalim B.M. (also the lead - arranger and securities trustee), HSBC Bank Plc, Bank Leumi Le'Israel Ltd., and First International Bank Israel Ltd., pursuant to which we received $113.7 million of committed credit facilities consisting of up to $73.5 million in credit loans as well as up to $40.2 million for bank guarantees. The Credit Facility replaced all of the Company's existing credit facilities, including the Bank Hapoalim Agreement, and other short term credit facilities with other banks. Borrowings will bear floating interest at a base rate plus an applicable spread of up to 3% per annum. The credit facilities are secured by (1) a floating charge over all our assets and (2) floating and fixed charges over our bank accounts with the banks. In the framework of the Credit Facility, we undertook certain financial and other standard covenants, including not to distribute dividends (unless certain terms are met) without the banks' prior written consent pursuant to the agreement. In October 2013 and again in April 2014, we obtained the bank syndicate's consent for temporary less restrictive financial covenants. Most of the less restrictive financial covenants shall be in effect until October 1, 2014, except for one less restrictive financial covenant which shall remain in effect until March 31, 2015. After each date, the respective original covenants again apply. According to the April 2014 amendment, the available credit line shall be reduced by $5 million on January 1, 2015 and additional $5 million on April 1, 2015. In addition, if the Company does not meet the revised EBITDA covenant in the third quarter of 2014, the available credit line will be reduced further by an additional $5 million.

On March 31, 2015 the Company signed an amendment to its agreement with the four banks to better align its Credit Facility terms to its current needs. The main changes consist of:

a. An increase in the allowed accounts receivable discounting activities of one of the Company's main customers by 34 million to an amount of up to $54 million;

b. A gradual reduction of the maximum amount of Credit Facility for loans from $63.5 million (starting April 1, 2015) to $50 million by February 28, 2016;

c. A gradual reduction in minimum cash covenant from $20 million to $15 million by October 1, 2015;

d. An extension of the Credit Facility repayment date to June 30, 2016 (from March, 14, 2016);

e. Changes in the equity related covenants definition to exclude goodwill and Intangible Assets from the calculation, as well as reduction of the minimum total shareholders' equity value to $85 million and reduction of the minimum ratio of total shareholders' equity to total assets ratio to 0.27; and

f. Other changes primarily increase in the maximum spread of interest chargeable to 3.5% and other bank fees

As of December 31, 2014, based on the previous covenants the Company was in breach of ratio of total shareholders' equity to total assets. As part of the amendment to the existing Credit Facility, the banks also agreed to apply the new covenant new term retroactively. Therefore, subject to this recent amendment, as of December 31, 2014 the Company met all the covenants and expects to continue meeting the new covenants.

As of December 31, 2014, we sold trade receivables by factoring to several financial institutions in the total amount of $13.1 million. In accordance with our agreement with the bank syndicate we may sell trade receivables up to an amount of $20 million.

During the fourth quarter of 2012, we initiated a restructuring plan to improve our operating efficiency. The restructuring plan contributed to the reduction of the operating expenses by $15.0 million for the year ended December 31, 2013. The restructuring costs in 2012 amounted to $4.6 million. During the fourth quarter of 2013, we initiated a restructuring plan to reduce operational costs. The restructuring plan contributed to the reduction of the operating expenses by $25.0 million for the year ended December 31, 2014. The restructuring costs in 2013 amounted to $9.3 million. In December 2014, we announced a significant new restructuring of our operations to reduce our operational costs. The restructuring plan is intended to realign operations, reduce head count and undertake other cost reduction measures in order to lower our breakeven point and improve profitability. Once the restructuring and other cost reduction measures are completed, they are expected to result in annual savings of approximately $18 to $22 million. The restructuring plan includes consolidating or relocating certain offices and reducing staff functions and some operations positions, as well as other measures. In 2014, we incurred restructuring charges of $6.8 million primarily related to 2014 restructuring plan. In addition, we incurred a $4.4 million write-off of discontinued product inventory related to the restructuring plan in the fourth quarter of 2014 and we estimate additional costs will be approximately $1 to $2 million during the first half of 2015.

As of December 31, 2014, our debt from financial institutions amounted to $40.6 million excluding current maturities of long-term loan in the amount of $ 8.2 million.

As of December 31, 2014, we had approximately $42.4 million in cash and cash equivalents, short term bank deposits and short and long-term marketable securities out of which $2.5 million is located in Venezuela. This country is regulated for foreign currency exchange which impairs the availability of that cash outside of the country.

.

As of December 31, 2014, our cash investments were comprised of the following: 98% consisted of short-term, highly liquid investments with original maturities of up to three months, 1% consisted of short-term bank deposits and 1% of our liquid assets is invested in short government debt securities, respectively. Most of these investments are in U.S. dollars.

Net cash used in operating activities was $32.3 and $29.5 million for the year ended December 31, 2014 and 2013, respectively. Net cash provided by operating activities was $7.2 million for the year ended December 31, 2012.

In 2014, our $32.3 million cash used in operating activities was affected by the following principal factors:

- our net loss of 76.5 million; and
- a $22.6 million increase in trade and other receivables, net;

These factors were offset by:

- a $14.8 million impairment of goodwill;
- a $13.5 million of depreciation and amortization expenses;
- a $9.7 million increase in deferred revenues paid in advance;
- a $8.9 million increase in trade payables and accrued expenses, net; and
- a $9.8 million decrease in deferred tax asset;

In 2013, our $29.5 million cash used in operating activities was affected by the following principal factors:

- our net loss of $47.5 million;
- a $21.0 million decrease in trade payables, net of accrued expenses; and
- a $8.8 million decrease in deferred revenues paid in advance;

These factors were offset by:

- a $15.6 million of depreciation and amortization expenses
- a $15.5 million decrease in trade receivables, net; and
- a $3.6 million decrease in deferred tax asset;

In 2012, our $7.2 million cash provided by operating activities was affected by the following principal factors:

- a $27.2 million decrease in inventories,
- a $15.0 million in depreciation and amortization expenses; and
- a $17.7 million increase in trade payables, net of accrued expenses;

These factors were offset by:

- our net loss of $23.4 million;
- a $9.5 million increase in trade receivables, net; and
- a $21.6 million decrease in deferred revenues paid in advance.

Net cash used in investing activities was approximately $7.5 million for the year ended December 31, 2014, as compared to net cash used in investing activities of approximately $23.8 million for the year ended December 31, 2013 and net cash provided by investing activities of approximately $1.8 million for the year ended December 31, 2012. In the year ended December 31, 2014, our purchase of property and equipment of $12.7 million were partially offset by proceeds from sales of marketable securities of $5.2 million. In the year ended December 31, 2013, our investment in marketable securities of $7.9 million and purchase of property and equipment of $16.4 million, were offset partially by proceeds from sales of marketable securities of $0.5 million. In the year ended December 31, 2012, our proceeds from maturity of short-term bank deposits of $7.9 million and sales of marketable securities of $9.8 million were offset partially by investment in short-term bank deposits of $1.3 million and purchase of property and equipment of $14.5 million.

Net cash provided by financing activities was approximately $38.8 million for the year ended December 31, 2014 as compared to net cash provided by financing activities of $49.6 million for the year ended December 31, 2013 and net cash provided by financing activities of $9.5 million for the year ended December 31, 2012. In the year ended December 31, 2014, our proceeds from issuance of shares, net of $45.1 million and proceeds from financial institutions of $22.7 million were partially offset by repayment of a bank loan of $29.0 million. In the year ended December 31, 2013, our proceeds from exercises of share options of $1.1 million, proceeds from issuance of shares, net of $35.0 million and proceeds from financial institutions, net of $23.7 million, were offset partially by repayment of a bank loan of $10.2 million. In the year ended December 31, 2012, our proceeds from exercises of share options of $0.7 million and proceeds from financial institutions, net of $27 million, were offset partially by repayment of a bank loan of $18.2 million.

As of December 31, 2014, our principal commitments consisted of $15.7 million for obligations outstanding under non-cancelable operating leases.

Our capital requirements are dependent on many factors, including working capital requirements to finance the growth of the Company, and the allocation of resources to our research and development efforts, as well as our marketing and sales activities. We anticipate continuing to engage in capital spending consistent with anticipated change in our business activities.

We believe that current cash and cash equivalent balances, short-term bank deposits and short-term marketable securities will be sufficient for our requirements through at least the next 12 months. According to our plans, we will have to extend the credit facility agreement, or to replace it with another financing arrangement in order to support the operations beyond June 30, 2016.

C. Research and Development

We place considerable emphasis on research and development to improve and expand the capabilities of our existing products, to develop new products, with particular emphasis on equipment for emerging IP-based networks, and to lower the cost of producing both existing and future products. We intend to continue to devote a significant portion of our personnel and financial resources to research and development. As part of our product development process, we maintain close relationships with our customers to identify market needs and to define appropriate product specifications. In addition, we intend to continue to comply with industry standards and, in order to participate in the formulation of European standards, we are full members of the European Telecommunications Standards Institute.

Our research and development activities are conducted mainly at our facilities in Tel Aviv, Israel and also at our subsidiaries in Greece and Romania. As of December 31, 2014, our research, development and engineering staff consisted of 220 employees. Our research and development team includes highly specialized engineers and technicians with expertise in the fields of millimeter wave design, modem and signal processing, data communications, system management and networking solutions.

Our research and development department provides us with the ability to design and develop most of the aspects of our proprietary solutions, from the chip-level, including both ASICs and RFICs, to full system integration. Our research and development projects currently in process include extensions to our leading IP-based networking product lines and development of new technologies to support future product concepts. In addition, our engineers continually work to redesign our products with the goal of improving their manufacturability and testability while reducing costs.

Our research and development expenses were approximately $35.0 million or 9.4% of revenues in 2014, $ 43.0 million or 11.9% of revenues in 2013 and $47.5 million or 10.6% of revenues in 2012.

Intellectual Property

See Item 4: “HISTORY AND DEVELOPMENT OF THE COMPANY – INTELLECTUAL PROPERTY” for a description of our intellectual property.

D. Trend Information

See discussion in Parts A and B of Item 5:”OPERATING RESULTS AND FINANCIAL REVIEW AND PROSPECTS” for a description of the trend information relevant to us.

E. Off Balance Sheet Arrangements

We are not party to any material off-balance sheet arrangements. In addition, we have no unconsolidated special purpose financing or partnership entities that are likely to create material contingent liabilities.

F. Tabular Disclosure of Contractual Obligations

	Payments due by period (in thousands of dollars)				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Operating lease obligations[1]	15,663	5,594	9,531	538	
Purchase obligations[2]	32,228	32,228			
Other long-term commitment[3]	5,732				5,732
Uncertain income tax positions[4]	4,622				4,622
Loan Agreement	10,304	8,232	2,072		
Total	68,549	46,054	11,603	538	10,354

(1) Consists of operating leases for our facilities and for vehicles.

(2) Consists of all outstanding purchase orders for our products from our suppliers.

(3) Our obligation for accrued severance pay under Israel’s Severance Pay Law as of December 31, 2014 was approximately $8.2 million, of which approximately $5.7 million was funded through deposits in severance pay funds, leaving a net commitment of approximately $2.5 million. In addition, the commitment includes a net amount of approximately $3.2 million in pension accruals in other subsidiaries, mainly in Norway.

(4) Uncertain income tax position under ASC 740-10, “Income Taxes,” are due upon settlement and we are unable to reasonably estimate the ultimate amount or timing of settlement. See Note 15j of our Consolidated Financial Statements for further information regarding the Company’s liability under ASC 740-10.

Effect of Recent Accounting Pronouncements

See Note 2, Significant Accounting Policies, in Notes to the Consolidated Financial Statements in Item 8 of Part II of this Report, for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on financial condition and results of operations, which is incorporated herein by reference.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Directors and Senior Management

The following table lists the name, age and position of each of our current directors and executive officers:

Name	**Age**	**Position**
Zohar Zisapel	66	Chairman of the Board of Directors
Ira Palti	57	President and Chief Executive Officer
Doron Arazi	51	Executive Vice President & Chief Financial Officer
John Earley	57	Executive Vice President, Delivery
Nurit Kruk-Zilca	41	Executive Vice President, Human Resources
Youval Reina	48	Executive Vice President, Global Products
Oz Zimerman	51	Executive Vice President, Global Marketing & Services
Flavio Perrucchetti	47	Regional President, Europe
Ram Prakash Tripathi	48	Regional President, APAC
Amit Ancikovsky	44	Regional President, Latin America & Africa
Charles Meyo	51	Regional President, North America
Joseph Atsmon	66	Director
Yael Langer	50	Director
Yair E. Orgler	75	Director
Avi Patir	66	Director

Set forth below is a biographical summary of each of the above-named directors and executive officers.

Zohar Zisapel has served as the Chairman of our board of directors since we were incorporated in 1996. Mr. Zisapel is also a founder and a director of RAD Data Communications Ltd., of which he served as CEO from January 1982 until January 1998 and served as chairman from 1998 until 2012. Mr. Zisapel also serves as chairman of RADCOM Ltd., as a director of Silicom Ltd., Amdocs Limited and as chairman or director of several private companies. Mr. Zisapel received a B.Sc. and a M.Sc. in electrical engineering from the Technion, Israel Institute of Technology (“Technion”) and an M.B.A. from Tel Aviv University.

Ira Palti has been our President and Chief Executive Officer since August 2005. From January 2003 to August 2005, Mr. Palti was Chief Executive Officer of Seabridge Ltd., a Siemens company that is a global leader in the area of broadband services and networks. Prior to joining Seabridge, he was the Chief Operating Officer of VocalTec Communications Ltd., responsible for sales, marketing, customer support and product development. Among the positions he held before joining VocalTec was founder of Rosh Intelligent Systems, a company providing software maintenance and AI diagnostic solutions and one of the first startups in Israel. Mr. Palti received a B.Sc. in mathematics and computer science (magna cum laude) from Tel Aviv University.

Doron Arazi served as Executive Vice President and Chief Financial Officer since 2014. He joined Ceragon as CFO after a long, successful career with Amdocs where he managed the business relationship with a US tier 1 mobile operator and was responsible for hundreds of employees. Prior to Amdocs, Doron looked after the financial and growth activities of other high-tech companies in the telecommunications sector, including serving as CFO of Allot Communications and VP of Finance at Verint. Mr. Arazi is a CPA and holds a B.A. degree in Economics and Accounting as well as an MBA degree focusing on Finance and Insurance.

John Earley has been our Executive Vice President, Delivery since April 2014. Prior to this appointment, Mr. Earley joined Ceragon in March 2011 as our Regional President, Africa. From March 2010 to 2011, Mr. Earley served as Regional Head of Services, Africa for Nokia Siemens Network based in South Africa. From November 2007 to 2010 Mr. Earley served as Chief Technical Officer for Celtel (later Zain) Nigeria and subsequently Head of Business Transformation for Zain Networks, Nairobi. Mr. Zyss received B.Sc. in electrical engineering from Cleveland Institute of Technology.

Nurit Kruk-Zilca has served as our Executive Vice President, Human Resources since April 2014. From July 2005 until March 2014, Ms. Kruk-Zilca served in various positions in our human resources department, the last one as VP Global HR, responsible for all human resources business partners. From 2000 until December 2005, she was a talent acquisition and sourcing specialist for Intel Israel. Ms. Kruk-Zilca received a B.A. in Leadership & Education and an M.A. in Organizational Sociology from Tel Aviv University.

Youval Reina served as Executive Vice President Global Products since 2015. He joined Ceragon in 2015, and serves the company as EVP Global Products responsible for the conception, creation and delivery of leading-edge wireless backhaul solutions. With more than 25 years in management of large-scale, multidisciplinary projects and sizeable R&D organizations, Mr. Reina brings a wide breadth of experience along with a sharp focus on innovation and product delivery. Mr. Reina holds a B.Sc. (cum laude) in Electrical Engineering and a M.Sc. (summa cum laude) in Management from Ben-Gurion University.

Oz Zimerman served as Executive Vice President Global Marketing and Services since 2014. He joined Ceragon in March 2013 as Corporate Vice President Marketing and Services. From 2008 to 2012, Mr. Zimerman was Corporate VP Marketing and Business Development at DSP Group, responsible for the company's overall marketing, M&A and support of its worldwide expansion. Before joining DSP Group, Mr. Zimerman served as VP Marketing at Comverse from 2006 to 2008, where he led global positioning and developed partnerships. From 1998 to 2006, he served as VP Marketing and Global Channels at ECI Telecom. Preceding ECI, he was Engagement Manager at Shaldor, a leading management consulting firm from 1992 until 2007. Mr. Zimerman holds a BSc in Industrial Engineering & Management from Polytechnic University (summa cum laude) and a Master’s degree in Business Administration & Industrial Engineering from Columbia University.

Flavio Perrucchetti serves as our Regional President, Europe. Mr. Perrucchetti joined Ceragon in August 2011 from SIAE Microelettronica, where he was the Head of Sales & Marketing for Europe from 2007. Prior to that, he was engaged for more than 20 years in sales and marketing activities and management in the telecommunications market, and served as the Head of Sales for Europe & Key Accounts Manager for Italy for a major telecom service provider, and Head of International Sales & Marketing for a major microwave manufacturer where he had responsibility for Latin America, the Far East and Northern Europe. Mr. Perrucchetti holds a Masters Degree in Biology and did graduate study in Environmental Chemistry at the Università degli Studi di Milano.

Ram Prakash Tripathi serves as our Regional President, APAC. Mr. Tripathi joined Ceragon in September 2002. Prior to joining Ceragon, Mr. Tripathi held senior managerial positions at several companies including Stratex and Reliance, and has over 20 years of experience in the telecommunications industry. Mr. Tripathi holds a Bachelor of Engineering degree in Electronics & Communication from the Dr. Babasaheb Ambedkar University, in Aurangabad, Maharashtra, India.

Amit Ancikovsky serves as our Regional President, Latin America and Africa. Mr. Ancikovsky joined Ceragon in 2013. Prior to joining to Ceragon, Mr. Ancikovsky held a number of management positions at Airspan Networks Inc., including President of Sales & Products. Before that, Mr. Ancikovsky served as the Chief Financial Officer and Head of Business Development for Gilat Networks Latin America, a world leader in VSAT technologies. Mr. Ancikovsky holds a Bachelor’s degree in Accounting and Economics and a Law degree from the Hebrew University in Jerusalem.

Charles (Chuck) Meyo serves as our Regional President, North America. Mr. Meyo joined Ceragon in May 2012. Prior to joining Ceragon, Mr. Meyo served as Vice President of Global Channels and Americas Sales at Narus, Inc. and thereafter worked within the Boeing Defense, Space and Security division (following the acquisition of Narus, Inc. by the Boeing Company in 2011). Prior to that, Mr. Meyo was the Sales Vice President of the IBM Global Accounts and Alliances organization at Avaya and held a variety of successful sales and management roles at Lucent Technologies and AT&T. Mr. Meyo holds a Bachelor’s degree in Arts and Sciences from the The Ohio State University in Columbus, Ohio.

Joseph Atsmon has served as a director since July 2001. Mr. Atsmon has also served as a director of Nice Systems Ltd. since September 2001 and served as a director of RADVision Ltd. from June 2003 until June 2012. From November 2005 until December 2008, Mr. Atsmon was a director of VocalTec Communications Ltd. From April 2001 until October 2002, he served as Chairman of Discretix Ltd. From 1995 until 2000, he served as Chief Executive Officer of Teledata Communications Ltd., a public company acquired by ADC Telecommunications Inc. in 1998. From 1986 until 1995, Mr. Atsmon served in various positions at Tadiran Ltd., among them a division president and Corporate Vice President for business development. Mr. Atsmon received a B.Sc. in electrical engineering (summa cum laude) from the Technion. Mr. Atsmon is one of our independent directors for the purposes of the Nasdaq Rules and is our audit committee chairman and financial expert.

Yael Langer has served as a director since December 2000. Ms. Langer served as our general counsel from July 1998 until December 2000. Ms. Langer is General Counsel and Secretary of RAD Data Communications Ltd. and other companies in the RAD-BYNET group. Since July 2009, Ms. Langer serves as a director in RADWARE Ltd. From December 1995 to July 1998, Ms. Langer served as Assistant General Counsel to companies in the RAD-BYNET group. From September 1993 until July 1995, Ms. Langer was a member of the legal department of Poalim Capital Markets and Investments Ltd. Ms. Langer received an LL.B. from the Hebrew University in Jerusalem.

Yair E. Orgler has served as an external director since March 2007. Prof. Orgler is Professor Emeritus at the Leon Recanati Graduate School of Business Administration, Tel Aviv University (the “Recanati School”). From 1996 to June 2006, Prof. Orgler was Chairman of the Board of the Tel-Aviv Stock Exchange. From 2001 to 2004, he was President of the International Options Markets Association (IOMA). Prof. Orgler serves as a director at Israel Chemicals Ltd., Atidim-High Tech Industrial Park Ltd. and Gazit-Globe Ltd. Other public positions held by Prof. Orgler in recent years include: Director at Bank Hapoalim, B.M., Director at Discount Investment Corporation Ltd., Founder and Chairman of “Maalot”, Israel’s first securities rating company; Chairman of the Wage Committee of the Association of University Heads in Israel; Chairman of the Executive Council of the Academic College of Tel-Aviv-Yaffo; and member of the Board of the United States-Israel Educational Foundation (USIEF). Previous academic positions held by Prof. Orgler include: Vice Rector of Tel-Aviv University and before that Dean of the Recanati School. For over 20 years he was the incumbent of the Goldreich Chair in International Banking at Tel-Aviv University and served frequently as a Visiting Professor of Finance at the Kellogg Graduate School of Management, Northwestern University. Prof. Orgler holds a Ph.D. and Master’s degree in industrial administration from Carnegie Mellon University, an M.Sc. in industrial engineering from University of Southern California and a B.Sc. in industrial engineering from the Technion. Prof. Orgler is one of our independent directors for the purposes of the Nasdaq Rules and one of our external directors for purposes of the Companies Law.

Avi Patir has served as an external director since March 2007. Mr. Patir CEO of a privately owned consulting company (Patir Consultants). From 2007 to 2013 he served as Senior Vice President and CTO at Hot Mobile Ltd. (previously MIRS Communications Ltd.), a wholly-owned subsidiary of HOT Telecommunication. From 2004 to 2006, Mr. Patir served as the Group COO and Head of the Wireline Division of “Bezeq” – The Israel Telecommunication Corp. Limited (“Bezeq”), Israel’s national telecommunications provider. From 2003 to 2004, Mr. Patir was President and CEO of American Israel Paper Mills Ltd., the leading Israeli manufacturer and marketer of paper and paper products. From 1996 to 2003, he was the President and CEO of Barak International Telecommunication Corporation Ltd., a leading provider of international telecommunications services in Israel, and from 1992 to 1996, he was Executive Vice President Engineering and Operations at Bezeq. Mr. Patir has been a board member of, among others, Bezeq International, Pelephone Communications Ltd. and Satlink Communications Ltd. Mr. Patir holds an M.Sc. in electrical and electronic engineering from Columbia University and a B.Sc. in electrical and electronic engineering from the Technion. He is, in addition, a graduate of the Kellogg-Recanati executive management program. Mr. Patir is one of our independent directors for the purposes of the Nasdaq Rules and one of our external directors for purposes of the Companies Law.

B. Compensation

a) Aggregate Executive Compensation

During 2014, the aggregate compensation paid by us or accrued on behalf of all persons listed in Section A above (Directors and Senior Management), and other executives who left the Company, consisted of approximately $4.2 million in salary, fees, bonus, commissions and directors' fees and approximately $0.3 million in amounts set aside or accrued to provide pension, retirement or similar benefits, but excluding amounts we expended for automobiles made available to our officers, expenses (including business travel, professional and business association dues and expenses) reimbursed to our officers and other fringe benefits commonly reimbursed or paid by companies in Israel.

During 2014, we granted to our directors and executive officers, in the aggregate, options to purchase 437,000 ordinary shares and 37,000 restricted share units (RSUs) under our Amended and Restated Share Option and RSU Plan. The exercise price of the options range from $1.08 to $3.14 per share, while the RSUs are granted at par value of the ordinary shares. Share options will expire 10 years after the date of grant.

Other than payment of fees to our independent directors as required by the Companies Law, reimbursement for expenses and the award of stock options, we do not compensate our directors for serving on our board of directors; We currently pay each of our independent directors an annual fee of 52,700 NIS (equivalent to approximately $13,500) and a meeting attendance fee of NIS 930-1,860 (equivalent to approximately $240 - 475), including for meetings of committees of the Board of Directors. These cash amounts are subject to adjustment for changes in the Israeli consumer price index. For more information, please see “Remuneration of Directors” and “The Share Option Plan” below and Note 14 to our consolidated financial statements included as Item 18 in this annual report.

b) Individual Compensation of Covered Executives

The following information describes the compensation of our five most highly compensated officer holders with respect to the year ended December 31, 2014. The five individuals for whom disclosure is provided are referred to herein as "Covered Executives." All amounts specified below are in terms of cost to the Company, as recorded in our financial statements, and are based on the following components:

- Salary Costs. Salary Costs include gross salary, benefits and perquisites, including those mandated by applicable law which may include, to the extent applicable to each Covered Executive, payments, contributions and/or allocations for pension, severance, vacation, travel and accommodation, car or car allowance, medical insurances and risk insurances (e.g., life, disability, accidents), phone, convalescence pay, relocation, payments for social security, and other benefits consistent with the Company's guidelines.

- Bonus Costs. Bonus Costs represent bonuses granted to the Covered Executive's with respect to the year ended December 31, 2014, paid in accordance with the Covered executive's performance of targets as set forth in his bonus plan, and approved by the Company's compensation committee and board of directors.

- Equity Costs. Represents the expense recorded in our financial statements for the year ended December 31, 2014, with respect to equity-based compensation granted in 2014 and in previous years. For assumptions and key variables used in the calculation of such amounts see note 14c of our audited consolidated financial statements.

(1) *Charles (Chuck) Meyo* – Regional President North America. Salary Costs - $306,733; Bonus Costs - $528,000; Equity Costs - $56,379.

(2) *Ira Palti* – CEO. Salary Costs - $312,205; Bonus Costs - $0; Equity Costs - $408,119.

(3) *Trevor Gordon* – Regional President Africa*. Salary Costs - $280,804; Bonus Costs - $201,513; Equity Costs - $31,073.

(4) *Thomas Knudsson* – Regional President Europe*. Salary Costs - $284,220; Bonus Costs - $48,511; Equity Costs - $40,920.

(5) *Amit Ancikovsky* – Regional President Latin America & Africa. Salary Costs - $288,444; Bonus Costs - $37,771; Equity Costs - $41,893.

**Terminated their service with the Company at the end of 2014.*

C. Board Practices

Corporate Governance Practices

We are incorporated in Israeli and therefore are subject to various corporate governance practices under the Israeli Companies Law, relating to such matters such as external directors, audit committee (hereinafter referred to as "corporate audit committee"), internal auditor and approvals of interested parties transactions. These matters are in addition to the ongoing listing conditions of the NASDAQ and other relevant provisions of U.S. securities laws. Under applicable Nasdaq Rules, a foreign private issuer may generally follow its home country rules of corporate governance in lieu of comparable Nasdaq Rules, except for certain matters such as composition and responsibilities of the audit committee and the independence of its members. For further information see Item 16G: "CORPORATE GOVERNANCE," below.

General Board Practices

Our board of directors presently consists of five members, the minimum number authorized by our Articles of Association. The board retains all the powers in running our Company that are not specifically granted to the shareholders; for example, the board may make decisions to borrow money for our Company, and may set aside reserves out of our profits, for whatever purposes it thinks fit.

The board may pass a resolution when a quorum is present, and by a vote of at least a majority of the directors present when the resolution is put to vote. A quorum is defined as at least a majority of the directors then in office who are lawfully entitled to participate in the meeting but not less than two directors. The Chairman of the board is elected and removed by the board members. Minutes of the board meetings are recorded and kept at our offices.

The Board may, subject to the provisions of the Israeli Companies Law, appoint a committee of the Board and delegate to such committee all or any of the powers of the Board, as it deems appropriate. Notwithstanding the foregoing and subject to the provisions of the Israeli Companies Law, the Board may, at any time, amend, restate or cancel the delegation of any of its powers to any of its committees. The Board has appointed a corporate audit committee under the Israeli Companies Law that has three members, a financial audit committee that has three members and a compensation committee that has three members.

Terms and Skills of Directors

The Nasdaq Rules require that director nominees be selected or recommended for the board's selection either by a nominations committee composed solely of independent directors or by a majority of independent directors, in a vote in which only independent directors participate, subject to certain exceptions.

Our directors, other than external directors, are elected at the annual general meeting of shareholders for a term ending on the date of the third annual general meeting following the general meeting at which they were elected, unless earlier terminated in the event of such director's death, resignation, bankruptcy, incapacity or removal. Following the amendment of our Articles of Association in December 2012, which included cancellation of the previous division into two classes of directors, and alignment of the appointment dates of our board members, so that members of the board who were appointed in any annual general meeting following the 2012 annual general meeting and prior to the 2015 annual general meeting, were appointed for a term ending on the 2015 annual general meeting. Beginning with the 2015 annual general meeting, all directors (other than external directors) shall be appointed together on the same annual general meeting, for a term of three years.

According to the Companies Law, a person who does not possess the skills required and the ability to devote the appropriate time to the performance of the office of director in a company, taking into consideration, among other things, the special requirements and size of that company, shall neither be appointed as director nor shall serve as director in a public company. A public company shall not summon a general meeting whose agenda includes the appointment of a director, and a director shall not be appointed, unless the candidate has submitted a declaration that he or she possesses the skills required and the ability to devote the appropriate time to the performance of the office of director in the company, that sets forth the aforementioned skills and further states that the limitations set forth in the Companies Law regarding the appointment of a director do not apply in respect of such candidate.

A director who ceases to possess any qualification required under the Companies Law for holding the office of director or who becomes subject to any ground for termination of his/her office must inform the company immediately and his/her office shall terminate on such notice.

Independent Directors

Under the Nasdaq Rules, a majority of our directors is required to be independent. The independence standard under the Nasdaq Rules excludes, among others, any person who is a current or former (at any time during the past three years) employee of a company or its affiliates as well as the immediate family members of an executive officer (at any time during the past three years) of a company or its affiliates. Messrs. Joseph Atsmon, Yair Orgler and Avi Patir currently serve as our independent directors.

External Directors

Under the Companies Law, we are required to appoint at least two external directors. Each committee of a company's board of directors which is authorized to exercise the board of directors' authorities is required to include at least one external director, except for the audit and compensation committees, which are required to include all of the external directors.

Qualification. To qualify as an external director, an individual or his or her relative, partner, employer, any person to whom such person is directly or indirectly subject to, or any entity under his or her control may not have, as of the date of appointment, or may not have had, during the previous two years, any affiliation with the company, any entity controlling the company on the date of the appointment or with any entity controlled, at the date of the appointment or during the previous two years, by the company or by its controlling shareholder and in a company that does not have a 25% shareholder, such person may not have any affiliation with any person who, at the time of appointment, is the chairman, the chief executive officer, the chief financial officer or a 5% shareholder of the company. In general, the term "affiliation" includes:

- an employment relationship;
- a business or professional relationship maintained on a regular basis;
- control; and
- service as an office holder; the Companies Law defines the term "office holder" of a company to include a director, the chief executive officer, the chief business manager, a vice general manager, deputy general manager and any officer that reports directly to the chief executive officer or any other person fulfilling any of the foregoing positions (even if such person's title is different).

"Control" is defined in the Securities Law as the ability to direct the actions of a company but excluding a power that is solely derived from a position as a director of the company or any other position with the company; a person who is holding 50% or more of the "controlling power" in the company – voting rights or the right to appoint a director or a general manager – is automatically considered to possess control.

In addition, no person can serve as an external director if the person's position or other activities creates, or may create, a conflict of interests with the person's responsibilities as an external director or may otherwise interfere with the person's ability to serve as an external director. Until the lapse of two years from termination of office, a company or its controlling shareholder may not give any direct or indirect benefit to the former external director.

Election and Term of External Directors. External directors are elected by a majority vote at a shareholders' meeting, provided that either:

- majority of the shares voted at the meeting, which are not held by controlling shareholders or shareholders with personal interest in approving the appointment (excluding personal interest not resulting from contacts with the controlling shareholder), not taking into account any abstentions, vote in favor of the election; or
- the total number of shares referred to above, voted against the election of the external director, does not exceed two percent of the aggregate voting rights in the company.

In a company in which, at the date of appointment of an external director, all the directors are of the same gender, the external director to be appointed shall be of the other gender.

An external director can be removed from office only by the same majority of shareholders that is required to elect an external director, or by a court, if the external director ceases to meet the statutory qualifications with respect to his or her appointment, or if he or she violates his or her duty of loyalty to the company. The court may also remove an external director from office if he or she is unable to perform his or her duties on a regular basis.

Each of our external directors serves a three-year term, and may be re-elected to serve in this capacity for two additional terms of three years each, provided that the external director is not a related or competing shareholder or a relative of such shareholder, at the time of the appointment, and does not and did not have any affiliation with a related or competing shareholder, at the time of the appointment or within the two years preceding the appointment. A 'related or competing shareholder' is a shareholder proposing the reappointment or a shareholder holding 5% or more of the outstanding shares or voting rights of the company, if at the time of the appointment, such shareholder, a controlling shareholder thereof or a company controlled by such shareholder or by a controlling shareholder thereof, have business relationships with the Company or are competitors of the Company. Thereafter, he or she may be reelected by our shareholders for additional periods of up to three years each only if the corporate audit committee, followed by the board, have approved that considering the expertise and special contribution of the external director to the work of the board and its committees, the appointment for a further term of service is beneficial to the Company.

Reelection of an external director may be effected through one of the following mechanisms: (1) the board of directors proposed the reelection of the nominee and the election was approved by the shareholders by the majority required to appoint external directors for their initial term; or (2) a shareholder holding one percent or more of a company's voting rights or the external director proposed the reelection of the nominee, and the reelection is approved by a majority of the votes cast by the shareholders of the Company, excluding the votes of controlling shareholders and those who have a personal interest in the matter as a result of their relations with the controlling shareholders, provided that the aggregate votes cast in favor of the reelection by such non-excluded shareholders constitute more than two percent of the voting rights in the Company.

Financial and Accounting Expertise. Pursuant to the Companies Law and regulations promulgated thereunder, (1) each external director must have either "accounting and financial expertise" or "professional qualifications and (2) at least one of the external directors must "accounting and financial expertise." A director with "accounting and financial expertise" is a director whose education, experience and skills qualifies him or her to be highly proficient in understanding business and accounting matters and to thoroughly understand the Company's financial statements and to stimulate discussion regarding the manner in which financial data is presented. A director with "professional qualifications" is a person that meets any of the following criteria: (i) has an academic degree in economics, business management, accounting, law, public administration; (ii) has a different academic degree or has completed higher education in an area relevant to the Company's business or which is relevant to his or her position; or (iii) has at least five years' experience in any of the following, or has a total of five years' experience in at least two of the following: (A) a senior position in the business management of a corporation with substantial business activities, (B) a senior public position or a senior position in the public service, or (C) a senior position in the Company's main fields of business.

Compensation. An external director is entitled to compensation as provided in regulations adopted under the Israeli Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, from the Company. For more information, please see "*Remuneration of Directors*" below.

Our External Directors. Yair Orgler and Avi Patir were initially appointed in 2006 as our external directors. Their terms began in March 2007 and in December 2009 and again in December 2012, at the respective annual meeting of shareholders, Messrs. Orgler and Patir were appointed for a second and third terms as external directors. Their third terms will expire in March 2016. Our board of directors has determined that Prof. Orgler has the "accounting and financial expertise" and that Mr. Patir has the "professional qualifications required by the Companies Law."

Remuneration of Directors

Directors' remuneration should be consistent with our compensation policy for office holders (see below) and requires the approval of the compensation committee, the board of directors and the shareholders (in that order).

Notwithstanding the above, under special circumstances, the compensation committee and the board of directors may approve an arrangement that deviates from the Company's compensation policy, provided that such arrangement is approved by a special majority of the Company's shareholders, including (i) at least a majority of the shareholders who are not controlling shareholders and who do not have a personal interest in the matter, present and voting (abstentions are disregarded), or (ii) the non-controlling shareholders and shareholders who do not have a personal interest in the matter who were present and voted against the matter hold two percent or less of the voting power of the Company.

In addition, according to regulations promulgated under the Companies Law with respect to the remuneration of external directors (the "Remuneration Regulations"), the compensation committee and shareholder's approval may be waived if the remuneration to be paid to the external directors is between the fixed and maximum amounts set forth in the Remuneration Regulations; According to these regulations, external directors are generally entitled to an annual fee, a participation fee for each meeting of the board of directors or any committee of the board on which he or she serves as a member and reimbursement of travel expenses for participation in a meeting which is held outside of the external director's place of residence. The minimum, fixed and maximum amounts of the annual and participation fees are set forth in the Remuneration Regulations, based on the classification of the Company according to the amount of its capital. According to the Remuneration Regulations, the compensation committee and shareholder's approval may be waived if the annual and participation fees to be paid to the external directors are within the range of the fixed annual fee or the fixed participation fee and the maximum annual fee or the maximum participation fee for the Company's level, respectively. However, remuneration of an external director in an amount which is less than the fixed annual fee or the fixed participation fee, respectively, requires the approval of the compensation committee, the board of directors and the shareholders (in that order). The remuneration of external directors must be made known to the candidate for such office prior to his/her appointment and, subject to certain exceptions, will not be amended throughout the three-year period during which he or she is in office. A company may compensate an external director in shares or rights to purchase shares, other than convertible debentures which may be converted into shares, in addition to the annual remuneration, the participation award and the reimbursement of expenses, subject to certain limitations set forth in the Remuneration Regulations. We pay our external directors and, in accordance with Amendment 20 to the Companies Law (see under "COMMITTEES OF THE BOARD OF DIRECTORS" – "COMPENSATION COMMITTEE" below), to Mr. Atsmon, a member of the compensation committee, a fixed annual fee, a fixed participation fee and reimbursement of expenses. In addition, we have granted our external directors and Mr. Atsmon options to purchase the Company's shares.

Additionally, according to other regulations promulgated under the Companies Law with respect to relief in approval of certain related party transactions (the "Relief Regulations"), shareholders' approval for directors' compensation and employment arrangements is not required if both the compensation committee and the board of directors resolve that either (i) the directors' compensation and employment arrangements are solely for the benefit of the Company or (ii) the remuneration to be paid to any such director does not exceed the maximum amounts set forth in the Remuneration Regulations; provided however that no holder of 1% or more of the issued and outstanding share capital or voting rights in the Company objects to such exemption from shareholders' approval requirement such objection to be submitted to the Company in writing not later than fourteen days from the date the Company notifies its shareholders regarding the adoption of such resolution by the Company. If such objection is duly and timely submitted, then the remuneration arrangement of the directors will require shareholders' approval as detailed above.

Neither we nor any of our subsidiaries has entered into a service contract with any of our current directors that provide for benefits upon termination of their service as directors.

Committees of the Board of Directors

Financial Audit Committee

In accordance with the Securities Exchange Act of 1934, rules of the Securities and Exchange Commission under the Exchange Act and under Nasdaq Rules, we are required to have an audit committee consisting of at least three directors, each of whom is (i) independent; (ii) does not receive any compensation from the Company (other than directors' fees); (iii) is not an affiliated person of the Company or any of its subsidiaries; (iv) has not participated in the preparation of the Company's (or subsidiary's) financial statements during the past three years; and (v) financially literate and one of whom has been determined by the board to be the audit committee financial expert. Currently, Messrs. Joseph Atsmon, Yair Orgler and Avi Patir serve on our financial audit committee, each of whom has been determined by the board to meet the NASDAQ standards described above. Mr. Atsmon is the chairman of our financial audit committee and its financial expert (see also Item 16A: "AUDIT COMMITTEE FINANCIAL EXPERT," below).

We have adopted a financial audit committee charter as required by the Nasdaq Rules. The duties and responsibilities of the financial audit committee include: (i) recommending the appointment of the Company's independent auditor to the board of directors, determining his compensation and oversee the work performed by him;(ii) pre-approving all services of the independent auditor; (iii) overseeing our accounting and financial reporting processes and the audits of our financial statements; and (iv) handling complaints relating to accounting, internal controls and auditing matters.

Corporate Audit Committee

Under the Israeli Companies Law, the board of directors of any Israeli company whose shares are publicly traded must appoint an audit committee, comprised of at least three directors including all of the external directors. In addition, the majority of the members must meet certain independence criteria and may not include: (i) the chairman of the board; (ii) any controlling shareholder or any relative thereof; (iii) any director employed by or providing services on a regular basis to, the Company, a controlling shareholder or a company owned by a controlling shareholder; or (iv) any director whose main income is provided by a controlling shareholder. The chairman of such audit committee must be an external director. Messrs. Yair Orgler and Avi Patir serve as our two external directors. Both, as well as Mr. Joseph Atsmon, meet the independence criteria defined in the Companies Law. Mr. Orgler is the chairman of our corporate audit committee.

The duties and responsibilities of our corporate audit committee include (i) identification of irregularities and deficiencies in the management of our business, in consultation with the internal auditor and our independent auditor, and suggesting appropriate courses of action to amend such irregularities; (ii) review and approval of certain transactions and actions of the Company, including the approval of related party transactions that require approval by audit committee under the Companies Law; defining whether certain acts and transactions that involve conflict of interests are material or not and whether transactions that involve interested parties are extraordinary or not, and to approve such transactions; (iii) recommend the appointment of the internal auditor and its compensation to the board of directors; (iv) examine the performance of our internal auditor and whether he is provided with the required resources and tools necessary for him to fulfill his role, considering, among others, the Company's size and special needs; (v) set procedures for handling complaints made by the Company's employees in connection with management deficiencies and the protection to be provided to such employees; and (vi) perform such other duties that are or will be designated solely to audit committee in accordance with the Companies Law and the Company's Articles of Association.

Those who are not entitled to be members, shall not attend corporate audit committee's meetings or take part in its decisions, unless the chairman of the corporate audit committee has determined that such person is required for the presentation of a certain matter. Nevertheless an employee who is not a controlling shareholder or a relative thereof, may be present at the discussion, pursuant to the Committee's request, but not in the decision taking, and the legal counsel and secretary, not being controlling shareholders or relatives thereof, may be present during the discussion and decision making – pursuant to the Committee's request.

The quorum for discussions and decisions shall be the majority of the members, provided that the majority of the present members meet the independence criteria set forth in the Companies Law, and at least one of them is an external director.

Compensation Committee

General. According to Amendment 20 to the Israeli Companies Law entered into effect in December 2012 (“Amendment 20”), the board of directors of any Israeli company whose shares are publicly traded, must appoint a compensation committee, comprised of at least three directors, including all of the external directors which shall be the majority of its members and one thereof must serve as the chairman of the committee. The remaining members of the Committee must satisfy the criteria for remuneration applicable to the external directors and qualified to serve as members of the audit committee pursuant to Companies Law requirements (Corporate Audit Committee), as described above. Shortly after Amendment 20 came into effect, we appointed a new compensation committee that includes our two external directors, Messrs. Yair Orgler and Avi Patir, and Mr. Joseph Atsmon; at the annual general meeting of shareholders held in September 2013, and our shareholders approved the payment of fees in cash to Mr. Atsmon, similar to the payment received by our external directors, in order to qualify him as a compensation committee member under Amendment 20. Mr. Patir is the Chairman of our Compensation Committee.

The compensation committee is responsible for: (i) making recommendations to the board of directors with respect to the approval of the compensation policy (see below) and any extensions thereto; (ii) periodically reviewing the implementation of the compensation policy and providing the board of directors with recommendations with respect to any amendments or updates thereto; (iii) reviewing and resolving whether or not to approve arrangements with respect to the terms of office and employment of office holders; and (iv) determining whether or not to exempt a transaction with a candidate for chief executive officer from shareholder approval.

In addition, our compensation committee administers our Amended and Restated Share Option and RSU Plan. The Board has delegated to the compensation committee the authority to grant options and RSUs this plan and to act as the share incentive committee pursuant to this plan, provided that such grants are within the framework determined by the Board, and that the grant of equity compensation to our office holders also require Board's approval.

The attendance and participation in the meetings of the compensation committee is limited, similarly to the limitations on attendance and participation in meetings of the corporate audit committee.

The quorum for discussions and decisions shall be the majority of the members, provided that the majority of the present members are independent directors and at least one of them is an external director.

Under Nasdaq Rules, the compensation payable to our executive officers must be determined or recommended to the board for determination either by a majority of the independent directors on the board, in a vote in which only independent directors participate, or by a compensation committee comprised solely of independent directors, subject to certain exceptions. We follow the provisions of the Israeli Companies Law with respect to matters in connection with the composition and responsibilities of our compensation committee, office holder compensation, and any required approval by the shareholders of such compensation. As stated above, Israeli law does not require that a compensation committee composed solely of independent members of our board of directors determine (or recommend to the board of directors for determination) an executive officer’s compensation; nor do they require that the Company adopt and file a compensation committee charter. Instead, our board of directors has determined that out compensation committee conduct itself in accordance with provisions governing the composition of and the responsibilities of a compensation committee as set forth in the Israeli Companies Law (see also under Item 16G: “CORPORATE GOVERNANCE,” below).

Approval of Office Holders Terms of Employment

The terms of office and employment of office holders (other than directors and the chief executive officer) require the approval of the compensation committee and then of the board of directors, provided such terms are in accordance with the Company's compensation policy. If terms of employment of such officer are not in accordance with the compensation policy then shareholder approval is also required. However, in special circumstances the compensation committee and then the board of directors may nonetheless approve such compensation even if such compensation was not approved by the shareholders, following a further discussion and for detailed reasoning.

The terms of office and employment of the chief executive officer, regardless of whether such terms conform to the Company's compensation policy, must be approved by the compensation committee, the board of directors and then by the shareholders, by a special majority of either (i) at least a majority of the shareholders who are not controlling shareholders and who do not have a personal interest in the matter, present and voting (abstentions are disregarded), or (ii) the non-controlling shareholders and shareholders who do not have a personal interest in the matter who were present and voted against the matter hold two percent or less of the voting power of the Company.

Notwithstanding the above, in special circumstances the compensation committee and then the board of directors may nonetheless approve compensation for the chief executive officer, even if such compensation was not approved by the shareholders, following a further discussion and for detailed reasoning.

In addition, amendment of existing terms of office and employment of office holders who are not directors requires the approval of the Compensation Committee only, if the Compensation Committee determines that the amendment is not material.

The terms of office and employment of our directors, regardless of whether such terms conform to the Company's compensation policy, must be approved by the compensation committee, the board of directors and then by the shareholders, but, in case that such terms are inconsistent with the company's compensation policy, such shareholders' approval must be obtained by the special majority detailed above.

Compensation Policy

As required by Amendment 20, our shareholders, following the approval of the board of directors and the recommendations of the compensation committee, approved and adopted a compensation policy on September 12, 2013, which sets forth the Company’s policy regarding the terms of office and employment of office holders, including compensation, equity awards, severance and other benefits, exemption from liability and indemnification, and which takes into account, among other things, providing proper incentives to directors and officers, management of risks by the Company, the officer’s contribution to achieving corporate objectives and increasing profits, and the function of the officer or director. The Policy provides our Compensation Committee and our Board of Directors with adequate measures and flexibility to tailor each of our office holder’s compensation package based, among other matters, on geography, tasks, role, seniority and capability. Moreover, the Policy is intended to motivate our office holders to achieve ongoing targeted results in addition to a high level business performance in the long term, all, without encouraging excessive risk taking.

Approval of Certain Transactions with Related Party

The Companies Law requires the approval of the corporate audit committee or the compensation committee, thereafter, the approval of the board of directors and in certain cases — the approval of the shareholders, in order to effect specified actions and extraordinary transactions such as the following:

- transactions with office holders and third parties where an office holder has a personal interest in the transaction;
- employment terms of office holders who are not directors, and employment terms of directors (and terms of engagement with a director in other roles); and
- extraordinary transactions with controlling parties, and extraordinary transactions with a third party - where a controlling party has a personal interest in the transaction, or any transaction with the controlling shareholder or his relative regarding terms of service provided directly or indirectly (including through a company controlled by the controlling shareholder) and terms of employment (for a controlling shareholder who is not an office holder). A “relative” is defined in the Companies Law as spouse, sibling, parent, grandparent, descendant, spouse’s descendant, sibling or parent and the spouse of any of the foregoing.

Such extraordinary transactions with controlling shareholders require the approval of the corporate audit committee or the compensation committee, the board of directors and the majority of the voting power of the shareholders present and voting at the general meeting of the company (not including abstentions), provided that either:

- the majority of the shares of shareholders who have no personal interest in the transaction and who are present and voting, vote in favor; or

- shareholders who have no personal interest in the transaction who vote against the transaction do not represent more than two percent of the aggregate voting rights in the company.

Any shareholder participating in the vote on approval of an extraordinary transaction with a controlling shareholder must inform the company prior to the voting whether or not he or she has a personal interest in the approval of the transaction, and if he or she fails to do so, his or her vote will be disregarded.

Further, transactions with a controlling shareholder or his relative concerning terms of service or employment need to be re-approved once every three years.

In accordance with regulations promulgated under the Companies Law, certain defined types of extraordinary transactions between a public company and its controlling shareholder(s) are exempt from the shareholder approval requirements. However, such exemptions will not apply if one or more shareholders holding at least 1% of the issued and outstanding shares or voting rights, objects to the use of these exemptions in writing not later than 14 days from the date the company notifies the shareholders of the proposed adoption of such resolution approving the transaction.

In addition, the approval of the corporate audit committee, followed by the approval of the board of directors and the shareholders, is required to effect a private placement of securities, in which either (i) 20% or more of the company's outstanding share capital prior to the placement is offered, and the payment for which (in whole or in part) is not in cash, in tradable securities registered in a stock exchange or not under market terms, and which will result in an increase of the holdings of a shareholder that holds 5% or more of the company's outstanding share capital or voting rights or will cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital or voting rights or (ii) a person will become a controlling shareholder of the company.

A "controlling party" is defined in the Securities Law and in the Companies Law for purposes of the provisions governing related party transactions as a person with the ability to direct the actions of a company, or a person who holds 25% or more of the voting power in a public company if no other shareholder owns more than 50% of the voting power in the company, but excluding a person whose power derives solely from his or her position as a director of the company or any other position with the company, provided that two or more persons holding voting rights in the company, who each have a personal interest in the approval of the same transaction, shall be deemed to be one holder.

Compensation committee approval is also required (and thereafter, the approval of the board of directors and in certain cases – the approval of the shareholders) to approve the grant of an exemption from the responsibility for a breach of the duty of care towards the company, or for the provision of insurance or an undertaking to indemnify any office holder of the company; see below under "*Exemption, Insurance and Indemnification of Directors and Officers.*"

Duties of Office Holders and Shareholders

Duties of Office Holders

Fiduciary Duties. The Companies Law imposes a duty of care and a duty of loyalty on all office holders of a company, including directors and officers. The duty of care requires an office holder to act with the level of care with which a reasonable office holder in the same position would have acted under the same circumstances. The duty of loyalty includes avoiding any conflict of interest between the office holder's position in the company and his personal affairs, avoiding any competition with the company, avoiding exploiting any business opportunity of the company in order to receive personal advantage for himself or others, and revealing to the company any information or documents relating to the company's affairs which the office holder has received due to his position as an office holder.

The company may approve an action by an office holder from which the office holder would otherwise have to refrain due to its violation of the office holder's duty of loyalty if: (i) the office holder acts in good faith and the act or its approval does not cause harm to the company, and (ii) the office holder discloses the nature of his or her interest in the transaction to the company a reasonable time before the company's approval.

Each person listed in the table under "Directors and Senior Management" above is considered an office holder under the Companies Law.

Disclosure of Personal Interests of an Office Holder. The Companies Law requires that an office holder of a company promptly disclose any personal interest that he or she may have and all related material information and documents known to him or her relating to any existing or proposed transaction by the company. If the transaction is an extraordinary transaction, the office holder must also disclose any personal interest held by the office holder's spouse, siblings, parents, grandparents, descendants, spouse's siblings, parents and descendants and the spouses of any of these people, or any corporation in which the office holder is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager. An extraordinary transaction is defined as a transaction other than in the ordinary course of business; otherwise than on market terms; or that is likely to have a material impact on the company's profitability, assets or liabilities.

In the case of a transaction which is not an extraordinary transaction, after the office holder complies with the above disclosure requirements, only board approval is required unless the articles of association of the company provide otherwise. The transaction must be for the benefit of the company. Furthermore, if the transaction is an extraordinary transaction, then, in addition to any approval stipulated by the articles of association, it also must be approved by the company's audit committee (or with respect to terms of office and employment, the compensation committee) and then by the board of directors, and, under certain circumstances, by a meeting of the shareholders of the company. A director who has a personal interest in a transaction, may be present if a majority of the members of the board of directors or the audit committee (or with respect to terms of office and employment, the compensation committee), as the case may be, has a personal interest. If a majority of the board of directors has a personal interest, then shareholders' approval is also required.

Duties of Shareholders

Under the Companies Law, a shareholder has a duty to act in good faith toward the company and other shareholders and to refrain from abusing his or her power in the company, including, among other things, voting in a general meeting of shareholders on any amendment to the articles of association, an increase of the company's authorized share capital, a merger or approval of interested party transactions which require shareholders' approval.

In addition, any controlling shareholder, any shareholders who knows that it possess power to determine the outcome of a shareholder vote and any shareholder who, pursuant to the provisions of a company's articles of association, has the power to appoint or prevent the appointment of an office holder in the company, is under a duty to act with fairness towards the company. The Companies Law does not describe the substance of this duty but provides that a breach of his duty is tantamount to a breach of fiduciary duty of an office holder of the company

Exculpation, Insurance and Indemnification of Directors and Officers

Pursuant to the Companies Law and the Securities Law, the Israeli Securities Authority ("ISA") is authorized to impose administrative sanctions, including monetary fines, against companies like ours and their officers and directors for certain violations of the Securities Law or the Companies Law (for further details see in "***Administrative Enforcement***" below); and the Companies Law provides that companies like ours may indemnify their officers and directors and purchase an insurance policy to cover certain liabilities, if provisions for that purpose are included in their articles of association.

Our Articles of Association allow us to indemnify and insure our office holders to the full extent permitted by law.

Office Holders' Exemption

Under the Companies Law, an Israeli company may not exempt an office holder from liability for a breach of his or her duty of loyalty, but may exempt in advance an office holder from his or her liability to the company, in whole or in part, for a breach of his or her duty of care (except in connection with distributions), provided that the Articles of Association allow it to do so. Our Articles of Association allow us to exempt our office holders to the fullest extent permitted by law.

Office Holders' Insurance

Our Articles of Association provide that, subject to the provisions of the Companies Law, we may enter into a contract for the insurance of all or part of the liability of any of our office holders imposed on the office holder in respect of an act performed by him or her in his or her capacity as an office holder for, in respect of each of the following:

- a breach of his or her duty of care to us or to another person;
- a breach of his or her duty of loyalty to us, provided that the office holder acted in good faith and had reasonable cause to assume that his or her act would not prejudice our interests; and
- a financial liability imposed upon him or her in favor of another person.

Without derogating from the aforementioned, subject to the provisions of the Companies Law and the Securities Law, we may also enter into a contract to insure an office holder, in respect of expenses, including reasonable litigation expenses and legal fees, incurred by an office holder in relation to an administrative proceeding instituted against such office holder or payment required to be made to an injured party, pursuant to certain provisions of the Securities Law.

Office Holder's Indemnification

Our Articles of Association provide that, subject to the provisions of the Companies Law and the Securities Law, we may indemnify any of our office holders in respect of an obligation or expense specified below, imposed on or incurred by the office holder in respect of an act performed in his capacity as an office holder, as follows:

- a financial liability imposed on him or her in favor of another person by any judgment, including a settlement or an arbitration award approved by a court. Such indemnification may be approved (i) after the liability has been incurred or (ii) in advance, provided that our undertaking to indemnify is limited to events that our board of directors believes are foreseeable in light of our actual operations at the time of providing the undertaking and to a sum or criterion that our board of directors determines to be reasonable under the circumstances, provided, that such event, sum or criterion shall be detailed in the undertaking;
- reasonable litigation expenses, including attorney's fees, incurred by the office holder as a result of an investigation or proceeding instituted against him by a competent authority which concluded without the filing of an indictment against him and without the imposition of any financial liability in lieu of criminal proceedings, or which concluded without the filing of an indictment against him but with the imposition of a financial liability in lieu of criminal proceedings concerning a criminal offense that does not require proof of criminal intent or in connection with a financial sanction (the phrases "proceeding concluded without the filing of an indictment" and "financial liability in lieu of criminal proceeding" shall have the meaning ascribed to such phrases in section 260(a)(1a) of the Companies Law);
- reasonable litigation expenses, including attorneys' fees, expended by an office holder or charged to the office holder by a court, in a proceeding instituted against the office holder by the Company or on its behalf or by another person, or in a criminal charge from which the office holder was acquitted, or in a criminal proceeding in which the office holder was convicted of an offense that does not require proof of criminal intent; and

- expenses, including reasonable litigation expenses and legal fees, incurred by an office holder inrelation to an administrative proceeding instituted against such office holder, or payment required to be made to an injured party, pursuant to certain provisions of the Securities Law.

The Company may undertake to indemnify an office holder as aforesaid, (a) prospectively, provided that, in respect of the first act (financial liability) the undertaking is limited to events which in the opinion of the board of directors are foreseeable in light of the Company's actual operations when the undertaking to indemnify is given, and to an amount or criteria set by the board of directors as reasonable under the circumstances, and further provided that such events and amount or criteria are set forth in the undertaking to indemnify, and (b) retroactively.

Limitations on Insurance and Indemnification

The Companies Law provides that a company may not exculpate or indemnify an office holder nor enter into an insurance contract which would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his or her duty of loyalty, except that the company may enter into an insurance contract or indemnify an office holder if the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;

- a breach by the office holder of his or her duty of care if the breach was done intentionally or recklessly, unless it was committed only negligently;

- any act or omission done with the intent to derive an illegal personal benefit; or

- any fine levied against the office holder.

In addition, under the Companies Law, exculpation and indemnification of, and procurement of insurance coverage for, our office holders must be approved by our compensation committee and our board of directors and, with respect to an office holder who is chief executive officer or a director, also by our shareholders. However, according to the Relief Regulations, shareholders' approval for the procurement of directors' insurance is not required if the insurance policy is approved by our compensation committee and (i) the terms of such policy are within the framework for insurance coverage as approved by our shareholders and set forth in our compensation policy; (ii) the premium paid under the insurance policy is at fair market value; and (iii) the insurance policy does not and may not have a substantial effect on the Company's profitability, assets or obligations; provided however that no holder of 1% or more of the issued and outstanding share capital or voting rights in the company objects to such exemption from the shareholders' approval requirement, such objection to be submitted to the company in writing not later than 14 days from the date the company notifies its shareholders regarding the adoption of such resolution by the company. If such objection is duly and timely submitted, then the remuneration arrangement of the directors will require shareholders' approval as detailed above.

Indemnification letters, covering indemnification and insurance of those liabilities imposed under the Companies Law and the Securities Law discussed above, were granted to each of our present office holders and were approved for future office holders. Hence, we indemnify our office holders to the fullest extent permitted under the Companies Law.

We currently hold directors' and officers' liability insurance for the benefit of our office holders, which includes directors. This policy was approved by our compensation committee, after confirming that its terms are within the framework set forth for insurance coverage under our compensation policy.

Insofar as indemnification for liabilities arising under the United States Securities Act of 1933, as amended, may be permitted to our directors, officers and controlling persons, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Administrative Enforcement

The Israeli Securities Law includes an administrative enforcement procedure to be used by the Israel Securities Authority, to enhance the efficacy of enforcement in the securities market in Israel. This administrative enforcement procedure may be applied to any company or person (including director, officer or shareholder of a company) performing any of the actions specifically designated as breaches of law under the Securities Law. Furthermore, the Securities Law requires that the chief executive officer of a company supervise and take all reasonable measures to prevent the company or any of its employees from breaching the Israeli Securities Law. The chief executive officer is presumed to have fulfilled such supervisory duty if the company adopts internal enforcement procedures designed to prevent such breaches, appoints a representative to supervise the implementation of such procedures and takes measures to correct the breach and prevent its reoccurrence.

As detailed above, under the Securities Law, a company cannot obtain insurance against or indemnify a third party (including its officers and/or employees) for any administrative procedure and/or monetary fine (other than for payment of damages to an injured party). The Securities Law permits insurance and/or indemnification for expenses related to an administrative procedure, such as reasonable legal fees, provided that it is permitted under the company's articles of association.

We have adopted and implemented an internal enforcement plan to reduce our exposure to potential breaches of the Israeli Securities Law. Our Articles of Association and letters of indemnification permit, among others, insurance and/or indemnification as contemplated under the Securities Law (see “EXCULPATION, INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICER” above).

Internal Auditor

Under the Israeli Companies Law, the board of directors of a public company must appoint an internal auditor proposed by the corporate audit committee (see under ***“Committees of the Board of Directors***” – “***Corporate Audit Committee***”, above). The internal auditor may be an employee of the company but may not be an interested party, an office holder or a relative of the foregoing, nor may the internal auditor be the company’s independent accountant or its representative. The role of the internal auditor is to examine, among other things, whether the company’s conduct complies with applicable law, integrity and orderly business procedure. The internal auditor has the right to request that the chairman of the corporate audit committee convene a corporate audit committee meeting, and the internal auditor may participate in all corporate audit committee meetings.

We have appointed the firm of Chaikin, Cohen, Rubin & Co., Certified Public Accountants (Isr.) as our internal auditor. Our internal auditor meets the independence requirements of the Companies Law, as detailed above.

Dividends

Dividends may be paid only out of accumulated retained earnings, as defined in the Companies Law, as of the end of the most recent fiscal period or as accrued over a period of two years, whichever is higher, and out of surplus derived from net profit and other surplus that is neither share capital nor premium, all as determined under the Companies Law (the “Profit Test”), in each case provided that there is no reasonable concern that payment of the dividend will prevent us from satisfying our existing and foreseeable obligations as they become due (the “Redemption Ability Test”). Notwithstanding the foregoing, dividends may be paid with the approval of a court even if the Profit Test is not met, provided that there is no reasonable concern that payment of the dividend will prevent us from satisfying the Redemption Ability Test. Dividends may be paid in cash, assets, shares or debentures. For further information, please see “Financial Information” – “Dividends,” under Item 8 below. In connection with the 2013 Credit Facility, we undertook not to distribute dividends (unless certain terms are met) without the Banks’ prior written consent pursuant to the agreement.

Mergers and Acquisitions under Israeli Law

In general, a merger of a company requires the approval of the holders of a majority of 75% of the voting power represented at the annual or special general meeting in person or by proxy or by a written ballot, as shall be permitted, and voting thereon in accordance with the provisions of the Companies Law. However, in accordance with our Articles of Association a shareholder resolution approving a merger of the Company shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon. Upon the request of a creditor of either party of the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that as a result of the merger, the surviving company will be unable to satisfy the obligations of any of the parties to the merger. In addition, a merger may not be completed unless at least (i) 50 days have passed from the time that the requisite proposal for the merger has been filed by each party with the Israeli Registrar of Companies and (ii) 30 days have passed since the merger was approved by the shareholders of each party.

The Companies Law also provides that, an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a holder of a ”control block” (i.e., shares conferring twenty-five percent or more of the voting rights at the general meeting), or if as a result of the acquisition the purchaser would become a holder of 45% or more of the voting power in the company, unless there is already a holder of a “control block ,” or a holder of 45% or more of the voting power in the company, respectively. These requirements do not apply if, the acquisition (1) was made in a private placement that received shareholders’ approval (including approval of the purchaser becoming a holder of a “control block,” or 45% or more, of the voting power in the company, unless there is already a holder of a “control block” or 45% or more, respectively, of the voting power in the company), (2) was from a holder of a “control block” in the company and resulted in the acquirer becoming a holder of a “control block,” or (3) was from a holder of 45% or more of the voting power in the company and resulted in the acquirer becoming a holder of 45% or more of the voting power in the company. The tender offer must be extended to all shareholders, but the offer or is not required to purchase more than 5% of the company's outstanding shares, regardless of how many shares are tendered by shareholders. The tender offer may be consummated only if (i) at least 5% of the company’s outstanding shares will be acquired by the offer or and (ii) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer.

If as a result of an acquisition of shares, the acquirer will hold more than 90% of a company’s outstanding shares, the acquisition must be made by means of a tender offer for all of the outstanding shares. If as a result of such full tender offer the acquirer would own more than 95% of the outstanding shares, then all the shares that the acquirer offered to purchase will be transferred to it. The law provides for appraisal rights if any shareholder files a request in court within six months following the consummation of a full tender offer, but the acquirer will be entitled to stipulate that tendering shareholders forfeit their appraisal rights. If as a result of a full tender offer the acquirer would own 95% or less of the outstanding shares, then the acquirer may not acquire shares that will cause his shareholding to exceed 90% of the outstanding shares. Shareholders may request an appraisal in connection with a tender offer for a period of six months following the consummation of the tender offer, but the purchaser is entitled to stipulate as a condition of such tender offer that any tendering shareholder renounce its appraisal rights.

Furthermore, certain provisions of other Israeli laws may have the effect of delaying, preventing or making more difficult an acquisition of or merger with us; see Item 3, Risk Factors: ***“Provisions of our Articles of Association, Israeli law and financing documents could delay, prevent or make difficult a change of control and therefore depress the price of our shares.”***

D. Employees

As of December 31, 2014, we had 1016 employees worldwide, of whom 220 were employed in research, development and engineering, 533 in sales and marketing, 83 in management and administration and 180 in operations. Of these employees, 340 were based in Israel, 34 were based in the United States, 334 were based in EMEA (not including Israel), 201 were based in Latin America and 107 were based in Asia Pacific.

We and our Israeli employees are not parties to any collective bargaining agreements. However, with respect to such employees, we are subject to Israeli labor laws, regulations and collective bargaining agreements applicable to us by extension orders of the Israeli Ministry of Labor and Welfare, as are in effect from time to time. Generally, we provide our employees with benefits and working conditions above the legally required minimums.

Israeli law generally and applicable extension orders require severance pay upon the retirement or death of an employee or termination without due cause, payment to pension funds or similar funds in lieu thereof and require us and our employees to make payments to the National Insurance Institute, which is similar to the U.S. Social Security Administration. Such amounts also include payments by the employee for mandatory health insurance.

Substantially all of our employment agreements include employees' undertakings with respect to non-competition, assignment to us of intellectual property rights developed in the course of employment and confidentiality. However, it should be noted that the enforceability of non- competition undertakings is rather limited under the local laws in certain jurisdictions, including Israel and Norway.

To date, we have not experienced labor-related work stoppages and believe that our relations with our employees are good.

The employees of our other subsidiaries are subject to local labor laws and regulations that vary from country to country.

Share Ownership

The following table sets forth certain information regarding the ordinary shares owned, and stock options held, by our directors and senior management as of March 31, 2015. The percentage of outstanding ordinary shares is based on 77,157,473 ordinary shares outstanding as of March 31, 2015.

Name	Number of Ordinary Shares (1)	Percentage of Outstanding Ordinary Shares	Number of Stock Options Held(2)	Range of exercise prices per share of stock options	Number of RSUs Held (2)
Zohar Zisapel(3)	10,738,341	13.9	300,000	$ 1.08 -$11.75	-
Ira Palti	1,107,061	1.4	1,385,687	$ 2.53-$13.04	55,688
All directors and senior management as a group consisting of 12 people(4	12,575,757	16.3	2,695,538	$ 1.08-$13.04	79,371

(1) Consists of ordinary shares and options to purchase ordinary shares which are vested or shall become vested within 60 days as of March 31, 2015.

(2) Each stock option is exercisable into one ordinary share, and expires 10 years from the date of its grant. Of the number of stock options listed, 300,000, 1,105,000 and 2,134,354 options, are vested or shall become vested within 60 days of March 31, 2015 for Mr. Zisapel, Mr. Palti and all directors and senior management as a group, respectively. Of the number of RSU's listed, 0, 2,061 and 3,062, respectively, are vested or expected to vest within 60 days as of March 31, 2015, for Mr. Zisapel, Mr. Palti and all directors and senior management as a group, respectively.

(3) The number of ordinary shares held by Zohar Zisapel includes 10,717 shares held by RAD Data Communications Ltd., of which Mr. Zisapel is a principal shareholder and chairman of the board.

(4) Each of the directors and senior managers other than Messrs. Zohar Zisapel and Ira Palti beneficially owns less than 1% of the outstanding ordinary shares as of March 31, 2015 (including options held by each such person and which are vested or shall become vested within 60 days as of March 31, 2015) and have therefore not been separately disclosed.

Stock Option Plan

The Amended and Restated Share Option and RSU Plan

In September 2003, our shareholders approved and adopted our 2003 share option plan. This plan complies with changes in Israeli tax law that was introduced in 2003 with respect to share options. The plan is designed to grant options pursuant to Section 102 or 3(i) of the Israeli Tax Ordinance (New Version), 1961. It is also intended to be a “qualified plan” as defined by U.S. tax law. Our worldwide employees, directors, consultants and contractors are eligible to participate in this plan. The compensation committee of our board of directors administers the plan. Generally, the options expire six years from the date of grant. In addition, our board of directors has sole discretion to determine, in the event of a transaction with other corporation, as defined in the plan, that each option shall either: (i) be substituted for an option to purchase securities of the other corporation; (ii) be assumed by the other corporation; or (iii) automatically vest in full. In the event that all or substantially all of the issued and outstanding share capital of the company shall be sold, each option holder shall be obligated to participate in the sale and to sell his/her options at the price equal to that of any other share sold. In September, 2010, our board of directors amended the share option plan so as to enable to grant restricted share units (“RSUs”) pursuant to such plan (the “Amended and Restated Share Option and RSU Plan”, or “the Plan”). In December 2012, our board of directors extended the Plan for an additional ten-year period through December 31, 2022. The Plan has been approved by the Israeli Tax Authority as is required by applicable law. The following tables present option and RSUs grant information for the Plan as of December 31, 2014.

Cumulative Ordinary Shares Reserved for Option Grants	Remaining Reserved Shares Available for Option Grants	Options Outstanding	Weighted Average Exercise Price
18,867,684	1,251,780	5,699,012	$7.46

Cumulative Ordinary Shares Reserved for RSU Grants	Remaining Reserved Shares Available for RSU Grants	RSUs Outstanding	Weighted Average Exercise Price
1,378,004	---	654,306	$0.00

The following table presents certain option and RSU grant information concerning the distribution of options and RSUs (granted under the Plan) among directors and employees of the Company as of December 31, 2014:

	Options and RSUs Outstanding	Unvested Options and RSUs
Directors and senior management	3,444,604	580,405
All other grantees	2,908,714	1,248,502

Amendment of the Plan

Subject to applicable law, our board of directors may amend the Plan, provided that any action by our board of directors which will alter or impair the rights or obligations of an option holder requires the prior consent of that option holder. Our board last amended the Plan in August 2014, elaborating on the authority originally granted to our compensation committee to include in the notice of grant a provision regarding the acceleration of the vesting period of any option granted upon the occurrence of certain events, to the effect that such acceleration may also be granted under a “Double Trigger Mechanism,” which means that following the occurrence of any of those certain events defined in the Plan, and during a one year period starting from completion of such event, the grantee's employment with the Company is terminated or there is a change in the grantee's position in the Company so that he is not offered to continue to be employed in a comparable or more senior position and/or on comparable or more favorable terms.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

Major Shareholders

The following table sets forth stock ownership information as of March 31, 2015 (unless otherwise noted below) with respect to each person who is known by us to be the beneficial owner of more than 5% of our outstanding ordinary shares, based on information provided to us by the holders or disclosed in public filings with the SEC.

Except where otherwise indicated, and except pursuant to community property laws, we believe, based on information furnished by such owners, that the beneficial owners of the ordinary shares listed below have sole investment and voting power with respect to such shares. The shareholders listed below do not have any different voting rights from any of our other shareholders. We know of no arrangements which would, at a subsequent date, result in a change of control of our company.

Total shares beneficially owned in the table below include shares that may be acquired upon the exercise of options that are exercisable within 60 days. The shares that may be issued under these options are treated as outstanding only for purposes of determining the percent owned by the person or group holding the options but not for the purpose of determining the percentage ownership of any other person or group. Each of our directors and officers who is also a director or officer of an entity listed in the table below disclaims ownership of our ordinary shares owned by such entity.

Name	Number of Ordinary Shares	Percentage of Outstanding Ordinary Shares (1)
Zohar Zisapel (1)	10,738,341	13.9%

(1) Based on 77,157,473 ordinary shares issued and outstanding as of March 31, 2015.
Zohar Zisapel's address is 24 Raoul Wallenberg St., Tel Aviv 69719, Israel. The ordinary shares held by Zohar Zisapel include 10,717 shares held by RAD Data Communications Ltd., of which Mr. Zisapel is a principal shareholders and the chairman of the board.

As of March 31, 2015, approximately 95.1% of our ordinary shares were held in the United States and there were 30 record holders with addresses in the United States. These numbers are not representative of the number of beneficial holders of our shares nor are they representative of where such beneficial holders reside due to the fact that many of these ordinary shares were held of record by brokers or other nominees (including one U.S. nominee company, CEDE & Co., which held approximately 95.08% of our outstanding ordinary shares as of said date).

Related Party Transactions

The RAD-BYNET Group of Companies

Yehuda Zisapel is a principal shareholder who, together with Nava Zisapel, as of March 31, 2015, beneficially owns 4.65% of our ordinary shares. Zohar Zisapel, the Chairman of our board of directors and a principal shareholder of our company, beneficially owns 13.9% of our ordinary shares as of March 31, 2015. Zohar and Yehuda Zisapel are brothers who do not vote as a group and do not have a voting agreement. Individually or together, and with Nava Zisapel, they are also founders, directors or principal shareholders of several other companies which, together with us and the other affiliates, are known as the RAD-BYNET group. These corporations include the following, as well as several other real estate, holding, biotech and pharmaceutical companies:

AB-NET Communications Ltd.	Internet Binat Ltd.	RADWIN Ltd.
BYNET Data Communications Ltd.	Packetlight Networks Ltd.	SecurityDam Ltd.
BYNET Electronics Ltd.	RAD-Bynet Properties and Services (1981) Ltd.	RADBIT Computers, Inc.
BYNET SEMECH (Outsourcing) Ltd.	RADCOM Ltd.	SILICOM Ltd.
BYNET Software Systems Ltd.	RAD Data Communications Ltd. and its subsidiaries	RADiflow Ltd.
BYNET Systems Applications Ltd.	RADWARE Ltd.	

The above list does not constitute a complete list of the investments of Yehuda, Nava and Zohar Zisapel.

Ms. Langer, one of our directors, acts as general counsel for several companies in the RAD- BYNET group and serves as a director of RADWARE Ltd.

In addition to engaging in other businesses, members of the RAD-BYNET group are actively engaged in designing, manufacturing, marketing and supporting data communications products, none of which currently compete with our products. Some of the products of members of the RAD-BYNET group are complementary to, and may be used in connection with, our products.

Members of the RAD-BYNET group provide us on an as-needed basis with management information systems, marketing, and administrative services, and we reimburse each company for its costs in providing these services. Members of the RAD-BYNET provide us and other RAD-BYNET companies with logistics services such as transportation and cafeteria facilities. The aggregate amount of these expenses was approximately $1.7 million in 2014.

The Company purchases certain property and equipment from members of the RAD-BYNET group, the aggregate purchase price of these assets was approximately $0.1 million in 2014.

We generally ascertain the market prices for goods and services that can be obtained at arms' length from unaffiliated third parties before entering into any transaction with a member of the RAD-BYNET group for those goods and services. In addition, all of our transactions to date with members of the RAD-BYNET group were approved by our audit committee and then our board of directors. As a result, we believe that the terms of the transactions in which we have engaged and are currently engaged with other members of the RAD-BYNET group are beneficial to us and no less favorable to us than terms which might be available to us from unaffiliated third parties. Any future transaction and arrangement with entities, including other members of the RAD-BYNET group, in which our office holders have a personal interest will require approval by our audit committee, our board of directors and, if applicable, our shareholders.

Lease Arrangements

We lease most of our office space for our current headquarters and principal administrative, finance, marketing and sales operations from real estate holding companies controlled by Yehuda and Zohar Zisapel. The leased facility, located in Tel Aviv, Israel is approximately 60,562 square feet in size. The leases for the majority of this facility will expire in December 2017. Additionally, we lease space in Paramus New Jersey, U.S. from a real estate holding company controlled by Yehuda Zisapel and Zohar Zisapel. This facility is approximately 5,900 square feet in size. The lease for this facility is valid until April 2015. The aggregate amount of rent and maintenance expenses related to these properties was approximately $2.1 million in 2014.

Supply Arrangement

We purchase components and products from RAD Data Communications Ltd., RADWIN Ltd. and other members of the RAD-BYNET group which we integrate into our products or product offerings. The aggregate purchase price of these components was approximately $4.1 million for the year ended December 31, 2014.

Registration Rights

In connection with the private placement of preferred shares before our initial public offering in August 2000, several of our shareholders were granted registration rights with respect to ordinary shares which resulted following conversion of their preferred shares immediately prior to the completion of our initial public offering. The agreement grants registration rights to each of:

- the holders of the ordinary shares resulting from the conversion of such preferred shares; and

- Yehuda Zisapel and Zohar Zisapel.

Under the agreement, each of these shareholders has the right to have its ordinary shares included in certain of our registration statements.

ITEM 8. FINANCIAL INFORMATION

Consolidated Statements and Other Financial Information

The annual financial statements required by this item are found at the end of this annual report, beginning on Page F-1.

Export Sales

In 2014, our sales to end users located outside of Israel amounted to $367.3 million, or 99.0% of our $371.1 million revenues for this year.

Legal Proceedings

On January 5, 2015, a motion to approve a purported class action, naming the Company, its chief executive officer and its directors as defendants, was filed with the District Court of Tel-Aviv (Economic Department), on behalf of holders of ordinary shares, including those who purchased shares during the period following the Company's follow on public offering in July 2014.

The purported class action is based on Israeli law and alleges breaches of duties by the company and its management, by making false and misleading statements in the company's SEC filings and public statements, during the period between July and October 2014. The plaintiff's principal claim is that immediately prior to the follow on public offering, the defendants presented misleading guidance concerning the expected financial results for the third quarter of 2014, indicating an anticipated improvement in the rate of gross profit based on orders which were already received by the Company at the time of such presentation. Although the plaintiff admits that, in accordance with the actual results for the third quarter, the Company did meet the guidance as far as revenues were concerned, the actual rate of gross profit turned out to be much lower than the one anticipated. Plaintiff argues that at the time such guidance was presented by the defendants, they already knew, or should have known, that it was incorrect. The plaintiff seeks specified compensatory damages in a sum of up to $75,000,000, as well as attorneys' fees and costs.

The motion was received by the Company on January 6, 2015. Based on an initial review, the Company believes that the District Court should deny the motion and intends to aggressively oppose it. The time frame for the initial procedure, i.e. until the District Court decides whether to approve the motion or to deny it, is expected to last several months.

We are not a party to any other material legal proceedings.

Dividends

We have never declared or paid any dividend on our ordinary shares and we do not anticipate paying any dividends on our ordinary shares in the future, except for the share dividend that was paid as a result of a 250-for-1 share recapitalization that took place immediately prior to our initial public offering. We currently intend to retain all future earnings to finance our operations and to expand our business. In connection with the 2013 Credit Facility, we undertook not to distribute dividends (unless certain terms are met) without the Bank's prior written consent.

Significant Changes

See Item 5 above "OPERATING AND FINANCIAL REVIEW AND PROSPECTS - LIQUIDITY AND CAPITAL RESOURCES" for a description of the April 2014 amendment to the Credit Facility.

In April 2014, we signed an agreement with Eltek ASA, to settle all claims, counter claims, legal proceedings, and any other contingent or potential claims regarding alleged breaches of representations and warranties contained in the purchase agreement governing the Nera Acquisition in January 2011. Pursuant to the settlement agreement, we received $17 million in cash.

ITEM 9. THE OFFER AND LISTING

Offer and Listing Details

Our ordinary shares have been listed on the Nasdaq Global Market, or Nasdaq, since August 4, 2000 and on the Tel Aviv Stock Exchange, or TASE, since September 12, 2004, both under the symbol "CRNT." In December 2010, we were notified that the Nasdaq Listing Qualification determined that we were eligible for inclusion in the Nasdaq Global Select Market, which became effective January 3, 2011.

The table below sets forth for the periods indicated the high and low market (sale) prices of our ordinary shares as reported on NASDAQ:

	Ordinary Shares	
Annual	**High**	**Low**
2010	$ 13.42	$ 6.88
2011	14.34	7.25
2012	9.76	3.91
2013	5.15	2.35
2014	3.84	0.93
Quarterly 2013		
First Quarter	$ 5.15	$ 4.25
Second Quarter	4.38	3.11
Third Quarter	4.30	3.00
Fourth Quarter	4.35	2.35
Quarterly 2014		
First Quarter	$ 3.84	$ 2.8
Second Quarter	2.95	2.13
Third Quarter	2.69	2.0
Fourth Quarter	2.39	0.93
Quarterly 2015		
First Quarter	$ 1.35	$ 0.88

Monthly	High	Low
October 2014	$ 2.39	$ 1.20
November 2014	1.36	1.01
December 2014	1.19	0.93
January 2015 .	1.04	0.88
February 2015	1.28	0.88
March 2015	1.35	1.05

ITEM 10. ADDITIONAL INFORMATION

Memorandum and Articles of Association

A description of our memorandum and articles of association was previously provided in our registration statement on Form F-1 (Registration Statement 333-12312) filed with the SEC on August 3, 2000, and is incorporated herein by reference. The memorandum and articles of association as amended in October 2007, September 2011 and December 2012 were previously provided in our annual report on Form 20-F for the years 2007, 2011 and 2012, respectively and are incorporated herein by reference.

In 2014, we revoked our memorandum and amended our articles of association, mainly to increase our share capital, as follows:

Revocation of Memorandum. The Company was lawfully established in Israel in 1996, in accordance with the provisions of the Israeli Companies Ordinance (the “Companies Ordinance”). Under the Companies Ordinance it was mandatory for a company to adopt a memorandum of association, which had to include provisions regarding a company's name, purposes, limitation of liability and share capital. Accordingly, the Company adopted a memorandum of association (the "Memorandum"), which included all required provisions. In July 2014 we completed a procedure for the revocation of our Memorandum, for the following reasons: (i) The Memorandum was an archaic incorporation document which was no longer relevant, for Israeli companies in general and for the Company in particular, in order to properly conduct their business. Thus, the Companies Law, entered into effect on January 1, 2000, canceled the obligation for companies established after that date to submit a memorandum of association as part of their incorporation documents; (ii) In accordance with the Companies Law, the Company adopted its articles of association (the “Articles”) which include detailed provisions with respect to the Company's share capital, corporate conduct, etc., including all provisions referred to in the Memorandum. The Articles are the principal incorporation document of the Company and are updated by the Company from time to time, as needed; and (iii) Our board believed that revoking the Memorandum and thereby enabling the Articles to remain the Company's sole incorporation document and constitution, will allow more flexibility in the implementation of possible organizational or other corporate changes the Company may propose to adopt in the future. For example, the revocation of the Memorandum allowed the Company to act in accordance with a single set of rules governing decision making, as set forth in the Articles, and by a simple majority, without the need to also amend the Memorandum with all the difficulty this entails (e.g. any such amendment required a 75% majority shareholder vote).

In accordance with the Companies Law and regulations promulgated thereunder, revocation of the Memorandum could only be achieved by way of following a certain process conducted by the District Court in Tel-Aviv (the ”Court”). Under the relevant regulations, on April 29, 2014, the Company filed a motion with the Court requesting the Court to permit the Company to convene a special general meeting of shareholders for the purpose of revoking the Memorandum. The Court granted this motion on the same day, following which the Company held special general meeting of shareholders on July 6, 2014. The resolution to revoke the Memorandum was approved by our shareholders, by the required majority of 75% of the voting power represented at the meeting, after which the Company applied to the Court again, to approve the shareholders’ resolution and the revocation of the Memorandum. The Court granted this motion too, and the revocation of the Memorandum became effective as of July 15, 2014.

Amendment of Articles. Under our Articles, there were two references to the Memorandum and a specification of the Company's authorized share capital, which was six hundred thousand New Israeli Shekels divided into 60,000,000 ordinary shares of a nominal value of One Agora (NIS 0.01) each.

Such authorized share capital of the Company was exploited almost in full following the Company's public offering of its ordinary shares from November 2013. As the Company wished to maintain a sufficient reserve of authorized but unissued ordinary shares available for corporate purposes, including without limitation, offerings of its ordinary shares, the issuance of its ordinary shares in connection with any future merger and acquisition transaction and any other corporate transaction or equity grant, unless the authorized shares were increased the ability of the Company to perform such actions would have been impaired. In parallel to the approval of the revocation of the Memorandum by our shareholders, shareholders also approved the deletion of the references to the Memorandum in the Articles (a technical amendment, in order to clean-up the Articles following the revocation of the Memorandum) and an increase in the Company's share capital from NIS 600,000 to NIS 1,200,000 divided into 120,000,000 ordinary shares of a nominal value of One Agora (NIS 0.01) each, by amending Section 4 of the Articles to reflect such increase. The above-mentioned amendments of the Articles were made subject to the approval of the revocation of the Memorandum by our shareholders and by the Court. Hence, following such approval by our shareholders and by the Court, the amendments to the Articles came into effect on July 15, 2014.

Material Contracts

None.

Exchange Controls

There are currently no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding certain transactions. However, legislation remains in effect pursuant to which currency controls can be imposed by administrative action at any time.

The ownership or voting of our ordinary shares by non-residents of Israel, except with respect to citizens of countries which are in a state of war with Israel, is not restricted in any way by our memorandum of association or articles of association or by the laws of the State of Israel.

Taxation

The following is a short summary of the tax environment to which shareholders may be subject. The following is not intended, and should not be construed, as legal or professional tax advice and is not exhaustive of all possible tax considerations. Each individual should consult his or her own tax or legal advisor.

This summary is based on the current provisions of tax law and, except for the foregoing, does not anticipate any possible changes in law, whether by legislative, regulatory, administrative or judicial action. Holders of our ordinary shares should consult their own tax advisors as to the United States, Israeli or other tax consequences of the purchase, ownership and disposition of ordinary shares.

General Corporate Tax Structure in Israel

Taxable income of Israeli company is subject to tax at the rate of 26.5% in 2014 onward.

However, the effective tax rate payable by a company that derives income from an approved enterprise and beneficiary enterprise, discussed further below, may be considerably lower. See "The Law for the Encouragement of Capital Investments, 1959" below.

The Law for the Encouragement of Capital Investments, 1959

Tax Benefits before the 2005 amendment

The Law for the Encouragement of Capital Investments, 1959, commonly referred to as the Investments Law, provides that a proposed capital investment in eligible facilities may be designated as an approved enterprise. See "Tax Benefits under the 2005 Amendment" below regarding an amendment to the Investments Law that came into effect in 2005 and the new amendments to the Investments Law that came into effect in 2011.

Each certificate of approval for an approved enterprise, received upon application to the Investment Center of the Ministry of Industry, Trade and Labor of the State of Israel, or the Investment Center, relates to a specific investment program delineated both by its financial scope, including its capital sources, and by its physical characteristics, for example, the equipment to be purchased and utilized under the program. The tax benefits derived from any certificate of approval relate only to taxable income attributable to the specific approved enterprise. If a company has more than one approval or only a portion of its capital investments is approved, its effective tax rate is the result of a weighted average of the applicable rates.

Taxable income of a company derived from an approved enterprise is subject to reduced corporate tax at the rate of 10% to 25% for the benefit period. This period is ordinarily seven or ten years depending upon the geographic location of the approved enterprise within Israel, and whether the company qualifies as a foreign investors' company as described below, commencing with the year in which the approved enterprise first generates taxable income after the commencement of production. Tax benefits under the Investments Law may also apply to income generated by a company from the grant of a usage right with respect to know-how developed by the approved enterprise, income generated from royalties, and income derived from a service which is auxiliary to such usage right, provided that such income is generated within the approved enterprise's ordinary course of business.

A company owning an approved enterprise may elect to forego certain government grants extended to an approved enterprise in return for an alternative package of benefits. Under the alternative package of benefits, a company's undistributed income derived from an approved enterprise will be exempt from corporate tax for a period of between two and ten years from the first year of taxable income after the commencement of production, depending on the geographic location of the approved enterprise within Israel, and the company will be eligible for a reduced tax rate for the remainder of the benefits period. However, this period is limited to twelve years from commencement of production or fourteen years from the date of approval, whichever is earlier. This limitation does not apply to the exemption period.

A company that has an approved enterprise program is eligible for further tax benefits if it qualifies as a foreign investors' company. A foreign investors' company is a company in which more than 25% of its share capital and combined share and loan capital is owned by non-Israeli residents. A company that qualifies as a foreign investors' company and has an approved enterprise program is eligible for tax benefits for a ten-year benefit period (instead of seven). Depending on the geographic location of the approved enterprise within Israel, income derived from the approved enterprise program may be exempt from tax on its undistributed income for a period of between two and ten years and will be subject to a reduced tax rate for rest of the benefits period (up to eight years). The tax rate for the additional benefits period is 25%, unless the level of foreign investment exceeds 49%, in which case the tax rate is 20% if the foreign investment is 49% or more and less than 74%; 15% if 74% or more and less than 90%; and 10% if 90% or more. A company that has elected the alternative package of benefits and that subsequently pays a dividend out of income derived from the approved enterprise during the tax exemption period will be subject to tax on the gross amount distributed. The tax rate will be the rate which would have been applicable had the company not elected the alternative package of benefits. This rate is generally 10% to 25%, depending on the percentage of the company's shares held by foreign shareholders. The dividend recipient is subject to withholdings of tax at the source by the company at the reduced rate applicable to dividends from approved enterprises, which is 15% and 20% starting January 1, 2014, if the dividend is distributed during the tax exemption period or within 12 years after the period. This limitation does not apply to a foreign investors' company.

The benefits available to an approved enterprise are conditional upon the fulfillment of conditions stipulated in the Investments Law and its regulations and the criteria in the specific certificate of approval, as described above. If a company does not meet these conditions, in whole or in part, it would be required to refund the amount of tax benefits, with the addition of the consumer price index linkage adjustment and interest.

The Investment Center has granted approved enterprise status to three investment programs at our former facility in Tel Aviv and we have derived and expect to continue to derive a substantial portion of our income from these programs. We have elected the alternative package of benefits under these approved enterprise programs. The portion of our income derived from these approved enterprise programs will be exempt from tax for a period of two years commencing in the first year in which there is taxable income after the commencement of production and will be subject to a reduced company tax of between 10% and 25% for the subsequent period of five years, or up to eight years if the percentage of non-Israeli investors who hold our ordinary shares exceeds 25%. The period of tax benefits for our approved enterprise programs has not yet commenced, because we have yet to realize taxable income.

Tax Benefits under the 2005 Amendment

On April 1, 2005, an amendment to the Investments Law (the "Amendment") came into force. The Amendment includes revisions to the criteria for investments qualified to receive tax benefits as an approved enterprise. The Amendment applies to new investment programs and investment programs commencing after 2004, and does not apply to investment programs approved prior to December 31, 2004, whose benefits will remain as they were on the date of such approval. However, a company that was granted benefits according to section 51 of the Investments Law (prior to the amendment) would not be allowed to choose a new tax year as a year of election (as described below) under the new amendment for a period of 2 years from the company's previous year of commencement under the old Investments Law.

The Company will continue to enjoy its current tax benefits in accordance with the provisions of the Investment Law prior to its revision. However, if the Company is granted any new benefits in the future, they will be subject to the provisions of the amended Investments Law. Therefore, the above discussion is a summary of the Investment Law prior to its amendment and the following is a discussion of the relevant changes contained in the new legislation.

The Amendment simplifies the approval process: according to the Amendment, only approved enterprises receiving cash grants require the approval of the Investment Center.

Tax benefits are available under the Amendment to production facilities (or other eligible facilities), which are generally required to derive more than 25% of their business income from export (referred to as a "Beneficiary Enterprise"). In order to receive the tax benefits, the Amendment states that the company must make an investment in the Benefited Enterprise exceeding a certain percentage or a minimum amount specified in the Investments Law. Such investment may be made over a period of no more than three years ending at the end of the year in which the company requested to have the tax benefits apply to the Beneficiary Enterprise (the "Year of Election"). A company wishing to receive the tax benefits afforded to a Beneficiary Enterprise is required to select the tax year from which the period of benefits under the Investments Law are to commence by notifying the Israeli Tax Authority within 12 months of the end of that year. Companies are also granted the right to approach the Israeli Tax Authority for a pre-ruling regarding their eligibility for benefits under the Amendment. Where the company requests to have the tax benefits apply to an expansion of existing facilities, then only the expansion will be considered a Beneficiary Enterprise and the company's effective tax rate will be the result of a weighted combination of the applicable rates. In this case, the minimum investment required in order to qualify as a Beneficiary Enterprise is required to exceed a certain percentage or a minimum amount of the company's production assets before the expansion.

The duration of tax benefits is subject to a limitation of the earlier of 7 to 10 years from the Commencement Year, or 12 years from the first day of the Year of Election. The tax benefits granted to a Benefited Enterprise are determined, as applicable to its geographic location within Israel, according to one of the following new tax routes, which may be applicable to us:

- Similar to the available alternative route, exemption from corporate tax on undistributed income for a period of two to ten years, depending on the geographic location of the Benefited Enterprise within Israel, and a reduced corporate tax rate of 10% to 25% for the remainder of the benefits period, depending on the level of foreign investment in each year. Benefits may be granted for a term of seven to ten years, depending on the level of foreign investment in the company. If the company pays a dividend out of income derived from the Benefited Enterprise during the tax exemption period, such income will be subject to corporate tax at the applicable rate (10%-25%) in respect of the gross amount of the dividend that we may distribute. The company is required to withhold tax at the source at a rate of 15% and 20% starting January 1, 2014, from any dividends distributed from income derived from the Benefited Enterprise; and

- A special tax route, which enables companies owning facilities in certain geographical locations in Israel to pay corporate tax at the rate of 11.5% on income of the Benefited Enterprise. The benefits period is ten years. Upon payment of dividends, the company is required to withhold tax at source at a rate of 15% and 20% starting January 1, 2014, for Israeli residents and at a rate of 4% for foreign residents.

Generally, a company that is Abundant in Foreign Investment (owned by at least 74% foreign shareholders and has undertaken to invest a minimum sum of $20 million in the Beneficiary Enterprise) is entitled to an extension of the benefits period by an additional five years, depending on the rate of its income that is derived in foreign currency.

The Amendment changes the definition of "foreign investment" in the Investments Law so that the amended definition requires a minimal investment of NIS 5 million by foreign investors. Furthermore, such definition also includes the purchase of shares of a company from another shareholder, provided that the company's outstanding and paid-up share capital exceeds NIS 5 million. Such changes to the definition of "foreign investment" took effect retroactively from 2003.

Among the results of the Amendment are that (a) tax-exempt income generated under the provisions of the new law will subject us to taxes upon distribution or liquidation and (b) we may be required to record a deferred tax liability with respect to such tax-exempt income. As of December 31, 2011, we did not generate income under the provisions of the new law.

Tax Benefits under the 2011 Amendment

As of January 1, 2011, new legislation amending to the Investment Law came into effect. The new legislation introduced a new status of "Preferred Company" and "Preferred Enterprise," replacing the existed status of "Beneficiary Company" and "Beneficiary Enterprise." Similarly to "Beneficiary Company," a Preferred Company is an industrial company owning a Preferred Enterprise which meets certain conditions (including a minimum threshold of 25% export). However, under this new legislation the requirement for a minimum investment in productive assets was cancelled.

Under the new legislation, a uniform corporate tax rate will apply to all qualifying income of the Preferred Company, as opposed to the former law, which was limited to income from the Approved Enterprises during the benefits period. The uniform corporate tax rate will be 7% in areas in Israel designated as Development Zone A and 12.5% elsewhere in Israel in 2013, and 9% and 16%, respectively, in 2014. Certain "Special Industrial Companies" that meet certain criteria will enjoy further reduced tax rates of 5% in Zone A and 8% elsewhere.

Dividend distributed from income which is attributed to "Preferred Enterprise"/"Special Preferred Enterprise" will be subject to withholding tax at source at the following rates: (i) Israeli resident corporation – 0%, (ii) Israeli resident individual –20% in 2014 (iii) non-Israeli resident at 20% in 2014, subject to a reduced tax rate under the provisions of an applicable double tax treaty.

The provisions of the new legislation shall not apply to a company already owning "Beneficiary Enterprise" or "Approved Enterprise" which will continue to benefit from the tax benefits under the Investment Law in effect prior to the new legislation, unless such company has otherwise elected to implement the new legislation.

We examined the possible effect of the amendment on our financial statements, if at all, and at this time do not believe we will opt to apply the amendment.

Tax Benefits and Grants for Research and Development

Israeli tax law allows, under specific conditions, a tax deduction in the year incurred for expenditures, including capital expenditures, relating to scientific research and development projects, for the year in which they are incurred if:

- the expenditures are approved by the relevant Israeli government ministry, determined by the field of research;
- the research and development is for the promotion or development of the company; and
- the research and development is carried out by or on behalf of the company seeking the deduction.

However, the amount of such deductible expenses shall be reduced by the sum of any funds received through government grants for the finance of such scientific research and development projects. Expenditures not so approved are deductible over a three-year period if the R&D is for the promotion or development of the company.

Tax Benefits under the Law for the Encouragement of Industry (Taxes), 1969

According to the Law for the Encouragement of Industry (Taxes), 1969, generally referred to as the Industry Encouragement Law, an industrial company is a company incorporated and resident in Israel, at least 90% of the income of which, in a given tax year, determined in Israeli currency exclusive of income from specified government loans, capital gains, interest and dividends, is derived from an industrial enterprise owned by it. An industrial enterprise is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Under the Industry Encouragement Law, industrial companies are entitled to the following preferred corporate tax benefits, among others:

- deduction of purchases of know-how, patents and the right to use a patent over an eight-year period for tax purposes;
- deduction over a three-year period of specified expenses incurred with the issuance and listing of shares on the Tel Aviv Stock Exchange or on a recognized stock exchange outside of Israel (including NASDAQ);
- the right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli industrial companies; and
- accelerated depreciation rates on equipment and buildings.

Eligibility for benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority.

We believe that we currently qualify as an industrial company within the definition of the Industry Encouragement Law. We cannot assure you that we will continue to qualify as an industrial company or that the benefits described above will be available to us in the future.

Special Provisions Relating to Taxation under Inflationary Conditions

Under the Income Tax (Inflationary Adjustments) Law, 1985, results for tax purposes were measured in real terms in accordance with the changes in the Israeli Consumer Price Index ("Israeli CPI"). Accordingly, until 2002, results for tax purposes were measured in terms of earnings in NIS after certain adjustments for increases in the Israeli CPI. Commencing in fiscal year 2003, we have elected to measure our taxable income and file our tax return under the Israeli Income Tax Regulations (Principles Regarding the Management of Books of Account of Foreign Invested Companies and Certain Partnerships and the Determination of Their Taxable Income), 1986. Such an election obligated us for three years. Accordingly, commencing with fiscal year 2003, results for tax purposes are measured in terms of earnings in dollars. Since 2006, we file for extensions on an annual basis. Beginning January 1, 2008, the Inflationary Adjustments Law was repealed.

Israeli Capital Gains Tax on Sales of Shares

Israeli law imposes a capital gains tax on the sale of any capital assets by residents of Israel, as defined for Israeli tax purposes, and on the sale of assets located in Israel, including shares in Israeli companies, by non-residents of Israel, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder's country of residence provides otherwise. The law distinguishes between real gain and inflationary surplus. The inflationary surplus is a portion of the total capital gain that is equivalent to the increase of the relevant asset's purchase price which is attributable to the increase in the Israeli consumer price index or, in certain circumstances, a foreign currency exchange rate, between the date of purchase and the date of sale. The real gain is the excess of the total capital gain over the inflationary surplus.

Generally, the tax rate applicable to capital gains derived from the sale of shares, whether listed on a stock market or not, is 20% for Israeli individuals, retroactive from January 1, 2003 through December 31, 2011 and 25% thereafter. Additionally, if such individual shareholder is considered a “significant shareholder” at any time during the 12-month period preceding such sale (i.e. such shareholder holds directly or indirectly, including jointly with others, at least 10% of any means of control in the company) the tax rate will be 25% retroactive from January 1, 2003 through December 31, 2011, and 30% thereafter Israeli companies are subject to the corporate tax rate on capital gains derived from the sale of publicly-traded shares.

Capital gains accrued on the sale of an asset purchased prior to January 1, 2003 will be subject to tax at a blended rate. The marginal tax rate for individuals (48% in 2013-2014) will be applied to the portion of the gain amount which bears the same ratio to the total gain realized as the ratio which the holding period commencing at the acquisition date and terminating on January 1, 2003 bears to the total holding period. The remainder of the gain realized will be subject to capital gains tax at the rates applicable to an asset purchased after January 1, 2003 (see the above).

Furthermore, beginning on January 1, 2013, an additional tax liability at the rate of 2% was added to the applicable tax rate on the annual taxable income of the individuals (whether any such individual is an Israeli resident or non-Israeli resident) exceeding NIS 811,560 (in 2014) (hereinafter: “Added Tax”).

Generally, non-Israeli residents are exempt from Israeli capital gains tax on any gains derived from the sale of shares publicly traded on the TASE, provided such gains did not derive from a permanent establishment of such shareholders in Israel, and are exempt from Israeli capital gains tax on any gains derived from the sale of shares of Israeli companies publicly traded on a recognized stock market outside of Israel (including NASDAQ). However, non-Israeli corporations will not be entitled to such exemption if an Israeli resident (i) has a controlling interest of 25% or more in such non-Israeli corporation, or (ii) is the beneficiary of or is entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly. Such exemption is not applicable to a person whose gains from selling or otherwise disposing of the shares are deemed to be business income.

In some instances where our shareholders may be liable to Israeli tax on the sale of their ordinary shares, the payment of the consideration may be subject to the withholding of Israeli tax at the source.

Under the convention between the United States and Israel concerning taxes on income, as amended (the “U.S.-Israel Tax Treaty”), generally, Israeli capital gains tax will not apply to the sale, exchange or disposition of ordinary shares by a person who:

- holds the ordinary shares as a capital asset; and
- qualifies as a resident of the United States within the meaning of the U.S.-Israel tax treaty; and
- is entitled to claim the benefits available to the person by the U.S.-Israel tax treaty.

However, this exemption will not apply if (i) the treaty U.S. resident holds, directly or indirectly, shares representing 10% or more of our voting power during any part of the 12-month period preceding the sale, exchange or disposition, subject to specified conditions, or (ii) the capital gains from such sale, exchange or disposition can be allocated to a permanent establishment in Israel. In this case, the sale, exchange or disposition would be subject to Israeli tax, to the extent applicable. However, under the U.S.-Israel tax treaty, the treaty U.S. resident would be permitted to claim a credit for the taxes against the U.S. federal income tax imposed on the sale, exchange or disposition, subject to the limitations in U.S. laws applicable to foreign tax credits. The U.S.-Israel tax treaty does not relate to U.S. state or local taxes.

Israeli Taxation of Dividends Distributed to Non-Resident Holders of Our Shares

Non-residents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income include passive income, including dividends, royalties and interest, as well as non-passive income from services provided in Israel. On distributions of dividends other than bonus shares or stock dividends, income tax is withheld at source at the following rates: 25% or 30% for a shareholder that is considered a significant shareholder at any time during the 12-month period preceding such distribution; unless a different rate is provided in a treaty between Israel and the shareholder’s country of residence. According to the U.S.-Israel Tax Treaty, the tax withholding rate on dividends distributed by an Israeli corporation to a U.S. individual and a U.S. corporation is 25%. If the U.S. company is holding 10% or more of the voting power of the Israeli company during the part of the tax year which precedes the date of payment of the dividend and during the whole of the preceding tax year, the tax withholding rate is reduced to 12.5%. Dividends received by the U.S. company or the U.S. individual distributed from income generated by an approved enterprise and beneficiary enterprise are subject to withholding tax at a rate of 15%.

Israeli Transfer Pricing Regulations

On November 29, 2006, Income Tax Regulations (Determination of Market Terms), 2006, promulgated under Section 85A of the Tax Ordinance, came into effect (the "TP Regs"). Section 85A of the Tax Ordinance and the TP Regs generally requires that all cross-border transactions carried out between related parties be conducted on an arm's length principle basis and will be taxed accordingly. The TP Regs have not had a material effect on the Company.

U.S. Federal Income Tax Considerations

Subject to the limitations described below, the following discussion summarizes certain U.S. federal income tax consequences of the purchase, ownership and disposition of our ordinary shares to a U.S. holder that owns our ordinary shares as a capital asset (generally, for investment). A U.S. holder is a holder of our ordinary shares that is for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any political subdivision thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust if (i) a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions or (ii) that has in effect a valid election under applicable U.S. Treasury Regulations to be treated as a U.S. person.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds our ordinary shares, the tax treatment of the partnership and a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its own tax advisor as to its tax consequences.

Certain aspects of U.S. federal income taxes relevant to a holder of our ordinary shares (other than a partnership) that is not a U.S. holder (a "Non-U.S. holder") are also discussed below.

This discussion is based on current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), current and proposed Treasury Regulations, and administrative and judicial decisions as of the date of this annual report, all of which are subject to change, possibly on a retroactive basis. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to any particular U.S. holder in light of such holder's individual circumstances. In particular, this discussion does not address the potential application of the U.S. federal income tax consequences to U.S. holders that are subject to special treatment, including U.S. holders that:

- are broker-dealers or insurance companies;
- have elected mark-to-market accounting;
- are tax-exempt organizations or retirement plans;
- are grantor trusts;

- are S corporations;
- are certain former citizens or long-term residents of the United States;
- are financial institutions;
- hold ordinary shares as part of a straddle, hedge or conversion transaction with other investments;
- acquired their ordinary shares upon the exercise of employee stock options or otherwise as compensation;
- are real estate investment trusts or regulated investment companies;
- own directly, indirectly or by attribution at least 10% of our voting power; or
- have a functional currency that is not the U.S. dollar.

This discussion is not a comprehensive description of all of the tax considerations that may be relevant to each person's decision to purchase our ordinary shares. For example, this discussion does not address any aspect of state, local or non-U.S. tax laws, the possible application of the alternative minimum tax or United States federal gift or estate taxes.

Each holder of our ordinary shares is advised to consult his or her own tax advisor with respect to the specific tax consequences to him or her of purchasing, owning or disposing of our ordinary shares, including the applicability and effect of federal, state, local and foreign income and other tax laws to his or her particular circumstances.

Taxation of Distributions Paid on Ordinary Shares

Subject to the discussion below under "Tax Consequences if We Are a Passive Foreign Investment Company," a U.S. holder will be required to include in gross income as dividend income the amount of any distribution paid on our ordinary shares, including any non-U.S. taxes withheld from the amount paid, to the extent the distribution is paid out of our current or accumulated earnings and profits as determined for U.S. federal income tax purposes. Distributions in excess of earnings and profits will be applied against and will reduce the U.S. holder's tax basis in its ordinary shares and, to the extent in excess of that basis, will be treated as gain from the sale or exchange of ordinary shares. The dividend portion of such distribution generally will not qualify for the dividends received deduction otherwise available to corporations.

Dividends that are received by U.S. holders that are individuals, estates or trusts will be taxed at the rate applicable to long-term capital gains (currently a maximum rate of 20%), provided that such dividends meet the requirements of "qualified dividend income." Subject to the holding period and risk-of-loss requirements discussed below generally, dividends paid by a non-U.S. corporation that is not a passive foreign investment company (as discussed below) will generally be qualified dividend income if either the stock with respect to which the dividend is paid is readily tradable on an established securities market in the United States (such as the Nasdaq Global Select Market) or such corporation is eligible for the benefits of an income tax treaty with the United States which the United States Internal Revenue Service ("IRS") determines is satisfactory and which includes an exchange of information program. Dividends that fail to meet such requirements, and dividends received by corporate U.S. holders, are taxed at ordinary income rates. No dividend received by a U.S. holder will be a qualified dividend if (1) the U.S. holder held the ordinary share with respect to which the dividend was paid for less than 61 days during the 121-day period beginning on the date that is 60 days before the ex-dividend date with respect to such dividend, excluding for this purpose, under the rules of Code Section 246(c), any period during which the U.S. holder has an option to sell, is under a contractual obligation to sell, has made and not closed a short sale of, is the grantor of a deep-in-the-money or otherwise nonqualified option to buy, or has otherwise diminished its risk of loss by holding other positions with respect to, such ordinary share (or substantially identical securities) or (2) the U.S. holder is under an obligation (pursuant to a short sale or otherwise) to make related payments with respect to positions in property substantially similar or related to the ordinary share with respect to which the dividend is paid. If we were to be a passive foreign investment company (as such term is defined in the Code) for any year, dividends paid on our ordinary shares in such year or in the following year would not be qualified dividends. In addition, a non-corporate U.S. holder will be able to take a qualified dividend into account in determining its deductible investment interest (which is generally limited to its net investment income) only if it elects to do so; in such case the dividend will be taxed at ordinary income tax rates.

Distributions of current or accumulated earnings and profits paid in foreign currency to a U.S. holder (including any non-U.S. taxes withheld from the distributions) will generally be includible in the income of a U.S. holder in a dollar amount calculated by reference to the exchange rate on the date of the distribution. A U.S. holder that receives a foreign currency distribution and converts the foreign currency into dollars after the date of distribution may have foreign exchange gain or loss based on any appreciation or depreciation in the value of the foreign currency against the dollar, which will generally be U.S. source ordinary income or loss.

U.S. holders generally will have the option of claiming the amount of any non-U.S. income taxes withheld at source either as a deduction from gross income or as a dollar-for-dollar credit against their U.S. federal income tax liability. Individuals who do not claim itemized deductions, but instead utilize the standard deduction, may not claim a deduction for the amount of the non-U.S. income taxes withheld, but the amount may be claimed as a credit against the individual's U.S. federal income tax liability. The amount of non-U.S. income taxes that may be claimed as a credit in any year is subject to complex limitations and restrictions, which must be determined on an individual basis by each shareholder. These limitations include rules which limit foreign tax credits allowable for specific classes of income to the U.S. federal income taxes otherwise payable on each such class of income. The total amount of allowable foreign tax credits in any year generally cannot exceed the pre-credit U.S. tax liability for the year attributable to non-U.S. source taxable income. Distributions of current or accumulated earnings and profits generally will be non-U.S. source passive income for U.S. foreign tax credit purposes.

A U.S. holder will be denied a foreign tax credit for non-U.S. income taxes withheld from a dividend received on the ordinary shares if (1) the U.S. holder has not held the ordinary shares for at least 16 days of the 31-day period beginning on the date which is 15 days before the ex-dividend date with respect to such dividend or (2) to the extent the U.S. holder is under an obligation to make related payments with respect to positions in substantially similar or related property. Any days during which a U.S. holder has substantially diminished its risk of loss on the ordinary shares are not counted toward meeting the required 16-day holding period.

Taxation of the Disposition of Ordinary Shares

Subject to the discussion below under "Tax Consequences if We Are a Passive Foreign Investment Company," upon the sale, exchange or other disposition of our ordinary shares, (other than in certain non-recognition transactions), a U.S. holder will recognize capital gain or loss in an amount equal to the difference between the U.S. holder's basis in the ordinary shares, which is usually the cost to the U.S. holder of the ordinary shares, and the amount realized on the disposition. Capital gain from the sale, exchange or other disposition of ordinary shares held more than one year will be long-term capital gain and may, in the case of non-corporate U.S. holders, be subject to a reduced rate of taxation (long-term capital gains are currently taxable at a maximum rate of 20% for U.S. holders that are individuals, estates or trusts). Gain or loss recognized by a U.S. holder on a sale, exchange or other disposition of ordinary shares will generally be treated as U.S. source income for U.S. foreign tax credit purposes. The deductibility of a capital loss recognized on the sale, exchange or other disposition of ordinary shares may be subject to limitations.

A U.S. holder that uses the cash method of accounting calculates the dollar value of the proceeds received on the sale as of the date that the sale settles. However, a U.S. holder that uses the accrual method of accounting is required to calculate the value of the proceeds of the sale as of the trade date and may therefore realize foreign currency gain or loss. A U.S. holder may avoid realizing foreign currency gain or loss if he or she has elected to use the settlement date to determine its proceeds of sale for purposes of calculating the foreign currency gain or loss. In addition, a U.S. holder that receives foreign currency upon disposition of ordinary shares and converts the foreign currency into dollars after the settlement date or trade date (whichever date the U.S. holder is required to use to calculate the value of the proceeds of sale) may have foreign exchange gain or loss based on any appreciation or depreciation in the value of the foreign currency against the dollar, which will generally be U.S. source ordinary income or loss.

Medicare Tax

Certain non-corporate U.S. holders may also be subject to an additional 3.8% Medicare tax on all or a portion of their "net investment income," which may include dividends on, or capital gains recognized from the disposition of, our ordinary shares, subject to certain limitations and exceptions. U.S. holders are urged to consult their own tax advisors regarding the implications of the additional Medicare tax on their investment in our ordinary shares.

Tax Consequences if We Are a Passive Foreign Investment Company

For U.S. federal income tax purposes, we will be classified as a passive foreign investment company, or PFIC, for any taxable year in which, after applying certain look-through rules, either (i) 75% or more of our gross income is passive income or (ii) at least 50% of the average value of our total assets (determined on a quarterly basis) for the taxable year produce, or are held for the production of, passive income. For this purpose, cash is considered to be an asset which produces passive income. Passive income includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of certain assets which produce passive income.

Based on our income, assets, activities and market capitalization, we do not believe that we were a PFIC for the taxable year ended December 31, 2014. However, there can be no assurances that the IRS will not challenge this conclusion. If we were not a PFIC for 2014, U.S. holders who acquired our ordinary shares in 2014 will not be subject to the PFIC rules described below (regardless of whether we were a PFIC in any prior year) unless we are classified as a PFIC in future years. The tests for determining PFIC status are applied annually and it is difficult to make accurate predictions of our future income, assets, activities and market capitalization, including fluctuations in the price of our ordinary shares, which are relevant to this determination.

If we are a PFIC, a U.S. holder of our ordinary shares could be subject to increased tax liability upon the sale or other disposition (including gain deemed recognized if the ordinary shares are used as security for a loan) of its ordinary shares or upon the receipt of distributions that are treated as "excess distributions", which could result in a reduction in the after-tax return to such U.S. holder. In general, an excess distribution is the amount of distributions received during a taxable year that exceed 125% of the average amount of distributions received by a U.S. holder in respect of the ordinary shares during the preceding three taxable years, or if shorter, during the U.S. holder's holding period prior to the taxable year of the distribution. Under these rules, the distributions that are excess distributions and any gain on the disposition of ordinary shares would be allocated ratably over the U.S. holder's holding period for the ordinary shares. The amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we were a PFIC would be taxed as ordinary income. The amount allocated to each of the other taxable years would be subject to tax at the highest marginal rate in effect for the applicable class of taxpayer for that taxable year, and an interest charge for the deemed deferral benefit would be imposed on the resulting tax allocated to such other taxable years. The tax liability with respect to the amount allocated to taxable years prior to the year of the disposition or distribution cannot be offset by net operating losses. In addition, holders of stock in a PFIC may not receive a "step-up" in basis on shares acquired from a decedent. Furthermore, if we are a PFIC, each U.S. holder generally will be required to file an annual report with the IRS.

As an alternative to the tax treatment described above, a U.S. holder could elect to treat us as a "qualified electing fund" ("QEF"), in which case the U.S. holder would be required to include in income, for each taxable year that we are a PFIC, its pro rata share of our ordinary earnings as ordinary income and its pro rata share of our net capital gains as capital gain, subject to a separate election to defer payment of taxes where such deferral is subject to an interest charge. We will supply U.S. holders that make a request in writing with the information needed to report income and gain under a QEF election if we are a PFIC. Any income inclusion will be required whether or not such U.S. holder owns our ordinary shares for an entire taxable year or at the end of our taxable year. The amount so includible will be determined without regard to our prior year losses or the amount of cash distributions, if any, received from us. Special rules apply if a U.S. holder makes a QEF election after the first year in its holding period in which we are a PFIC. A U.S. holder's basis in its ordinary shares will increase by any amount included in income and decrease by any amounts not included in income when distributed because such amounts were previously taxed under the QEF rules. So long as a U.S. holder's QEF election is in effect beginning with the first taxable year in its holding period in which we were a PFIC, any gain or loss realized by such holder on the disposition of its ordinary shares held as a capital asset ordinarily would be capital gain or loss. Such capital gain or loss ordinarily would be long-term if such U.S. holder had held such ordinary shares for more than one year at the time of the disposition. The QEF election is made on a shareholder-by-shareholder basis, applies to all ordinary shares held or subsequently acquired by an electing U.S. holder and can be revoked only with the consent of the IRS.

As an alternative to making a QEF election, a U.S. holder of PFIC stock which is "marketable stock" (e.g., "regularly traded" on the Nasdaq Global Select Market) may in certain circumstances avoid certain of the tax consequences generally applicable to holders of stock in a PFIC by electing to mark the stock to market as of the beginning of such U.S. holder's holding period for the ordinary shares. As a result of such election, in any taxable year that we are a PFIC, a U.S. holder generally would be required to report gain or loss to the extent of the difference between the fair market value of the ordinary shares at the end of the taxable year and such U.S. holder's tax basis in its ordinary shares at that time. Any gain under this computation, and any gain on an actual disposition of the ordinary shares in a year in which we are a PFIC, would be treated as ordinary income. Any loss under this computation, and any loss on an actual disposition of the ordinary shares in a year in which we are a PFIC, generally would be treated as ordinary loss to the extent of the cumulative net-mark-to-market gain previously included. Any remaining loss from marking ordinary shares to market will not be allowed, and any remaining loss from an actual disposition of ordinary shares generally would be capital loss. A U.S. holder's tax basis in its ordinary shares is adjusted annually for any gain or loss recognized under the mark-to-market election. There can be no assurances that there will be sufficient trading volume with respect to the ordinary shares in order for the ordinary shares to be considered "regularly traded" or that our ordinary shares will continue to trade on the Nasdaq Global Select Market. Accordingly, there are no assurances that the ordinary shares will be marketable stock for these purposes. As with a QEF election, a mark-to-market election is made on a shareholder-by-shareholder basis, applies to all ordinary shares held or subsequently acquired by an electing U.S. holder and can only be revoked with consent of the IRS (except to the extent the ordinary shares no longer constitute "marketable stock").

The U.S. federal income tax consequences to a U.S. holder if we were to be classified as a PFIC in 2014 or any previous taxable year are complex. A U.S. holder should consult with his or her own advisor with regard to those consequences, as well as with regard to whether he or she should make either of the elections described above.

Tax Consequences for Non-U.S. Holders of Ordinary Shares

Except as described in "Information Reporting and Back-up Withholding" below, a Non-U.S. holder of our ordinary shares will not be subject to U.S. federal income or withholding tax on the payment of dividends on, and the proceeds from the disposition of, our ordinary shares, unless, in the case of U.S. federal income taxes:

- the item is effectively connected with the conduct by the Non-U.S. holder of a trade or business in the United States and in the case of a resident of a country which has a treaty with the United States, the item is attributable to a permanent establishment, or in the case of an individual, the item is attributable to a fixed place of business in the United States; or

- the Non-U.S. holder is an individual who holds the ordinary shares as a capital asset and is present in the United States for 183 days or more in the taxable year of the disposition, and certain other conditions are met.

Information Reporting and Back-up Withholding

U.S. holders generally are subject to information reporting requirements with respect to dividends on, or proceeds from the disposition of, our ordinary shares. In addition, a U.S. holder may be subject, under certain circumstances, to backup withholding at a rate of up to 28% with respect to dividends paid on, or proceeds from the disposition of, our ordinary shares unless the U.S. holder provides proof of an applicable exemption or correct taxpayer identification number, and otherwise complies with the applicable requirements of the backup withholding rules. A U.S. holder of our ordinary shares who provides an incorrect taxpayer identification number may be subject to penalties imposed by the IRS. Amounts withheld under the backup withholding rules are not an additional tax and may be refunded or credited against the U.S. holder's U.S. federal income tax liability, provided the required information is furnished to the IRS.

Non-U.S. holders generally are not subject to information reporting or back-up withholding with respect to dividends paid in the United States on, or proceeds from the disposition of, our ordinary shares, provided that the Non-U.S. holder provides a taxpayer identification number, certifies to its foreign status, or establishes another exemption from the information reporting or back-up withholding requirements.

Certain U.S. holders (and to the extent provided in IRS guidance, certain non-U.S. holders) who hold interests in "specified foreign financial assets" (as defined in Section 6038D of the Code) are generally required to file an IRS Form 8938 as part of their U.S. federal income tax returns to report their ownership of such specified foreign financial assets, which may include our ordinary shares, if the total value of those assets exceed certain thresholds. Substantial penalties may apply to any failure to timely file IRS Form 8938. In addition, in the event a holder that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such holder for the related tax year may not close until three years after the date that the required information is filed. Holders should consult their own tax advisors regarding their tax reporting obligations.

Documents on Display

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, applicable to foreign private issuers and fulfill the obligations with respect to such requirements by filing reports with the SEC. These reports include certain financial and statistical information about us, and may be accompanied by exhibits. You may read and copy any document we file with the SEC at the SEC's Public Reference Room at100 F Street, N.E., Room 1580, Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms.

The SEC maintains an Internet website at http://www.sec.gov that contains reports, proxy statements, information statements and other material that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval ("EDGAR") system.

You may also visit us on the Internet at www.ceragon.com. However, information contained on our website does not constitute a part of this annual report.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK -

We do not use derivative financial instruments for trading purposes. Accordingly, we have concluded that there is no material market risk exposure of the type contemplated by Item 11, and that no quantitative tabular disclosures are required. We are exposed to certain other types of market risks, as described below

Foreign Currency Risk

We are exposed to financial market risk associated with changes in foreign currency exchange rates. A majority of our revenue is generated, and a substantial portion of our expenses is incurred, in dollars. A portion of our expenses, however, is denominated mainly in NIS and NOK. Because our financial results are reported in dollars, fluctuations in the rates of exchange between the dollar and non-dollar currencies may have an effect on our results of operations. In order to reduce such effect, we hedge a portion of certain cash flow transactions denominated in non-dollar currencies as well as a portion of certain monetary items in the balance sheet, such as trade receivables and trade payables, denominated in non-dollar currencies. The following sensitivity analysis assumes an instantaneous 10% change in foreign currency exchange rates from year-end levels, with all other variables held constant. At December 31, 2014 a 10% strengthening of the U.S. dollar versus other currencies would have resulted in an increase of approximately $1.9 million in our net assets position, while a 10% weakening of the dollar versus all other currencies would have resulted in a decrease of approximately $1.9 million in our net assets position.

The counter-parties to our hedging transactions are major financial institutions with high credit ratings. As of December 31, 2014, we had outstanding forward contracts in the amount of $30.0 million for a period of up to twelve months. During the year ended December 31, 2014 we recognized a loss of $0.7 million as a result of derivative instruments. We invest in investment grade corporate government bonds and dollar deposits with banks. Because these investments typically carry fixed interest rates, financial income over the holding period is not sensitive to changes in interest rates.

We do not invest in interest rate derivative financial instruments.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.

Use of Proceeds

As of December 31, 2014, approximately 100% of the net offering proceeds remaining from our initial public offering and from our follow-on offerings were invested in short-term investments. During fiscal year 2014, we used the proceeds for capital expenditures and general corporate purposes.

ITEM 15. CONTROLS AND PROCEDURES

(a) **Disclosure Controls and Procedures**

The Company performed an evaluation of the effectiveness of its disclosure controls and procedures that are designed to ensure that the material financial and non-financial information required to be disclosed to the SEC is recorded, processed, summarized and reported timely. Based on the Company’s evaluation, the Company’s management, including the CEO and CFO, has concluded that the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report were not effective because of a material weakness in our internal control over financial reporting in our entity in Brazil, as described below.

(b) **Management’s Annual Report on Internal Control Over Financial Reporting**

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company.

The Company performed an evaluation of the effectiveness of its internal control over financial reporting that is designed by, or under the supervision of, the Company’s principal executive and principal financial officers, and effected by the Company’s board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

(i) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2014 based on the framework for Internal Control-Integrated Framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on the Company's evaluation, our management, including the CEO and CFO, has identified a material weakness related to our legal entity in Brazil, which accounted for approximately 10% of our total revenue for the year ended December 31 2014 and approximately 9% of our total assets as of December 31, 2014, finding that we did not maintain effective controls over our financial reporting and closing procedures as of December 31, 2014. This material weakness resulted from the fact that our accounting and supervisory personnel in Brazil did not have adequate accounting experience to enforce compliance with all the procedures that had been defined to ensure appropriate financial reporting. This deficiency could result in a material misstatement of the annual or interim consolidated financial statements that will not be prevented or detected.

Notwithstanding the identified material weakness, after taking alternate measures to check the appropriateness of financial reporting over the main risk items, management believes the consolidated financial statements included in this Annual Report fairly represent in all material respects our financial condition, results of operations and cash flows as of and for the periods presented in accordance with U.S. GAAP.
In addition, with the oversight of chief executive officer and chief financial officer, we have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness. Such remediation initiatives, among others will include:

Remediation of material weakness

With the oversight of CEO and CFO, we have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness. Such remediation initiatives, among others will include:

- We plan to retain more qualified accounting personnel and continue to enhance our internal finance and accounting organizational structure in Brazil.
- We intend to make some organizational changes that will strengthen corporate supervision over the financial reporting and controls in Brazil
- We have started a process of enhancing the supervisory procedures to include additional levels of analysis and quality control reviews within the accounting and financial reporting functions in Brazil.
- We intend to examine the current supporting system in Brazil and assess whether an upgrade or enhancement is required to improve controls

Because of this material weakness in Brazil legal entity, management has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2014. Notwithstanding the foregoing, there can be no assurance that the Company's internal control over financial reporting will detect or uncover all failures of persons within Company to comply with these procedures.

(c) **Attestation Report of Independent Registered Public Accounting Firm**

Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global, our independent registered public accounting firm, has issued an attestation report on the effectiveness of our internal control over financial reporting, appearing under Item 18: "Financial Statements" on pages F-3 – F-4, and such report is incorporated herein by reference.

(d) **Changes in Internal Controls Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the year ended December 31,2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The Company's board of directors has determined that Mr. Joseph Atsmon is the audit committee financial expert. Mr. Atsmon is one of our independent directors for the purposes of the Nasdaq Rules.

ITEM 16B. CODE OF ETHICS

In November 2003, the Company's board of directors adopted a Code of Ethics that applies to the chief executive officer, chief financial officer and controller. In October 2008, we amended our Code of Ethics in order to update it and expand its applicability to additional senior officers. In December 2009, we combined the Code of Ethics together with certain Standards of Business Conduct to strengthen the Company's Ethics Compliance Program. On October 2014 we amended and expended the Company's Ethics Compliance Program. A copy of the Company's Code of Ethics may be obtained, without charge, upon a written request addressed to the Company's investor relations department, 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel (Telephone no. +972-3-645-5733) (e-mail: ir@ceragon.com). In addition, it is also available on the Internet at www.ceragon.com. However, information contained on our website does not constitute a part of this annual report.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fees Paid to Independent Auditors

The following table sets forth, for each of the years indicated, the fees billed by Kost, Forer, Gabbay & Kasierer, a member firm of Ernest & Young global, our auditors, and the percentage of each of the fees out of the total amount billed by them.

	Year Ended December 31,			
	2013		2014	
Services Rendered	**Fees**	**Percentages**	**Fees**	**Percentages**
Audit Fees (1)	$ 719,500	76	$ 690,000	81
Tax Fees (2)	72,000	8	87,000	10
Other Services(3)	161,000	16	75,000	9
Total	$ 952,500	100	$ 852,000	100

(1) Audit fees consist of services that would normally be provided in connection with statutory and regulatory filings or engagements, including services that generally only the independent accountant can reasonably provide.
(2) Tax fees relate to tax compliance, planning and advice
(3) Other consulting services

Policies and Procedures

Our financial audit committee is in charge of a policy and procedures for approval of audit and non-audit services rendered by our independent auditors. The policy requires the financial audit committee's approval of the scope of the engagement of our independent auditor. The policy prohibits retention of the independent auditors to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act of 2002 or the rules of the SEC, and also considers whether proposed services are compatible with the independence of the public auditors. All of the fees listed in the table above were approved by our financial audit committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

The chart below provides information on purchases of our ordinary shares by affiliates during the year ended December 31, 2014:

Issuer Purchases of Equity Securities

Period	**Total Number of Shares Purchased**	**Average Price Paid per Share**	**Acquirer of Equity Securities**
November, December 2014	1,227,942[1]	$ 1.05	Zohar Zisapel, our chairman and a principal shareholder
August 2014	2,500,000[2]	$ 2.00	Michael and Klil Holdings (93) Ltd. , a company controlled by Zohar Zisapel, our chairman and a principal shareholder

1. Ordinary Shares purchased during the year.
2. Ordinary Shares purchased in a follow on public equity offering of the Company's Ordinary Shares that took place in August 2014.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

The Nasdaq Rules provide that foreign private issuers may follow home country practice in lieu of the certain qualitative listing requirements subject to certain exceptions and except to the extent that such exemptions would be contrary to U.S. federal securities laws, so long as the foreign issuer discloses that it does not follow such listing requirement and describes the home country practice followed in its reports filed with the SEC. The practices we follow in lieu of Nasdaq Rules are described below:

The Nasdaq Rules require shareholder approval of share option plans and other equity based compensation arrangements available to officers, directors or employees. We have decided to follow home country practice in lieu of obtaining shareholder approval for our share option plans. We seek shareholder approval for the adoption or amendment of share option plans only as required by our share option plans and Articles of Association and under Israeli law. Subject to exceptions permitted under the Companies Law, we are required to seek shareholder approval of any grants of share options to our chief executive officer, directors and controlling shareholders or share option plans that require shareholder approval for other reasons.

Further, the Nasdaq Rules require us to adopt and file a compensation committee charter. We have decided to follow home country practice in lieu of adopting and filing such charter. Our compensation committee conducts itself in accordance with provisions governing the establishment and the responsibilities of a compensation committee as set forth in the Companies Law.

ITEM 16H. MINE SAFETY DISCLOSURE

Not Applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

The Consolidated Financial Statements and related notes thereto required by this item are contained on pages F-1 through F-51 hereof.

ITEM 19. EXHIBITS

1.2 Articles of Association, as amended July 15, 2014±
4.1 Tenancy Agreement, dated as of February 22, 2000, by and among the Company, Zisapel Properties Ltd. and Klil & Michael Properties Ltd. (English translation)**
4.4 Credit Facility, dated as of March 14, 2013 ("Credit Facility") by and among the Company and Bank Hapoalim B.M., HSBC Bank Plc, Bank Leumi Le'Israel Ltd. and First International Bank of Israel Ltd. (English summary of the material terms) ±
4.5 Amendment, effective as of October 1, 2013, to the Credit Facility (English summary of the material terms) ±±
4.6 Amendment No. 2, effective as of April 29, 2014, to the Credit Facility (English summary of the material terms)
4.7 Amendment No. 3, effective as of March 31, 2015, to the Credit Facility (English summary of the material terms)
4.8 Amended and Restated Share Option and RSU Plan, as Amended August 10, 2014
8.1 List of Significant Subsidiaries
10.1 Consent of Independent Registered Public Accounting Firm
12.1 Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2 Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101 The following financial information from Ceragon Networks Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012; (ii) Consolidated Balance Sheets at December 31, 2014 and 2013; (iii) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2014, 2013 and 2012; (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012; and (v) Notes to Consolidated Financial Statements. Users of this data are advised, in accordance with Rule 406T of Regulation S-T promulgated by the SEC, that this Interactive Data File is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.

** Previously filed as exhibit 10.3 in connection with the Company's Registration Statement on Form F-1 (Registration Statement 333-12312) on August 3, 2000 and incorporated herein by reference.
± Previously filed as exhibits 1.2 and 4.4 to the Company's Annual Report on Form 20-F for the year 2012 and incorporated herein by reference.
±± Previously furnished as exhibit 99.3 in a Report on Form 6-K which exhibit was incorporated by reference into the Company's Registration Statement on Form F-3 (No. 333-183316), and incorporated herein by reference.

CERAGON NETWORKS LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2014

IN U.S. DOLLARS

INDEX

Kost Forer Gabbay & Kasierer
3 Aminadav St.
Tel-Aviv 6706703, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Ceragon Networks Ltd.

We have audited the accompanying consolidated balance sheets of Ceragon Networks Ltd. (the "Company") and subsidiaries as of December 31, 2013 and 2014, and the related consolidated statements of operations, statements of comprehensive loss, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above, present fairly, in all material respects, the consolidated financial position of the Company and subsidiaries as of December 31, 2013 and 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated April 2, 2015 expressed an adverse opinion thereon.

Tel-Aviv, Israel
April 2, 2015

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Kost Forer Gabbay & Kasierer
3 Aminadav St.
Tel-Aviv 6706703, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Ceragon Networks Ltd.

We have audited Ceragon Networks Ltd.'s (the "Company") internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying management's report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Kost Forer Gabbay & Kasierer
3 Aminadav St.
Tel-Aviv 6706703, Israel

Tel: +972-3-6232525
Fax: +972-3-5622555
ey.com

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified a material weakness in its legal entity in Brazil associated with inadequate accounting and supervisory personnel to enforce compliance of defined procedures to ensure appropriate financial reporting.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company and subsidiaries as of December 31, 2013 and 2014, and the related consolidated statements of operations, statements of comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2014. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2014 consolidated financial statements, and this report does not affect our report dated April 2, 2015 which expressed an unqualified opinion thereon.

Tel-Aviv, Israel
April 2, 2015

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	Note	December 31, 2013	December 31, 2014
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents		$ 42,407	$ 41,423
Short-term bank deposits		446	413
Marketable securities	3	5,499	535
Trade receivables (net of allowance for doubtful accounts of $ 6,519 and $ 8,404 at December 31, 2013 and 2014, respectively)		131,166	162,626
Other accounts receivable and prepaid expenses	4	34,205	22,898
Deferred tax assets, net	15f	7,198	3,522
Inventories	5	64,239	61,830
Total current assets		285,160	293,247
NON-CURRENT ASSETS:			
Marketable securities	3	3,985	-
Deferred tax assets, net	15f	6,542	239
Severance pay and pension fund		7,065	5,669
Other non-current assets		5,826	4,510
PROPERTY AND EQUIPMENT, NET	6	35,245	33,138
INTANGIBLE ASSETS, NET	7	7,213	5,070
GOODWILL	8	14,935	-
Total long-term assets		80,811	48,626
Total assets		$ 365,971	$ 341,873

The accompanying notes are an integral part of the consolidated financial statements

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands (except share and per share data)

	Note	December 31, 2013	December 31, 2014
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Short-term loans	10	$ 38,690	$ 40,600
Current maturities of long-term loan	10	8,232	8,232
Trade payables		77,979	101,752
Deferred revenues		7,968	17,667
Other accounts payable and accrued expenses	9	45,526	37,248
Total current liabilities		178,395	205,499
LONG-TERM LIABILITIES:			
Long-term loan, net of current maturities	10	10,304	2,072
Accrued severance pay and pensions	12	13,635	11,452
Other long-term liabilities	13e,15j	28,559	18,298
Total long-term liabilities		52,498	31,822
COMMITMENTS AND CONTINGENT LIABILITIES	13		
SHAREHOLDERS' EQUITY:	14		
Share capital -			
Ordinary shares of NIS 0.01 par value -			
Authorized: 60,000,000 and 120,000,000 shares at December 31, 2013 and 2014; Issued: 55,938,691 and 80,612,389 shares at December 31, 2013 and 2014, respectively; Outstanding: 52,457,168 and 77,130,866 shares at December 31, 2013 and 2014, respectively		141	212
Additional paid-in capital		357,989	406,413
Treasury shares at cost – 3,481,523 ordinary shares as of December 31, 2013 and 2014.		(20,091)	(20,091)
Accumulated other comprehensive loss, net of taxes		(1,569)	(4,111)
Accumulated deficit		(201,392)	(277,871)
Total shareholders' equity		135,078	104,552
Total liabilities and shareholders' equity		$ 365,971	$ 341,873

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands (except per share data)

	Note	Year ended December 31, 2012	2013	2014
Revenues	16b	$ 446,651	$ 361,772	$ 371,112
Cost of revenues		308,354	249,543	286,670
Gross profit		138,297	112,229	84,442
Operating expenses:				
Research and development, net	2n	47,487	42,962	35,004
Selling and marketing		77,326	67,743	56,059
General and administrative		27,519	26,757	23,657
Restructuring costs	2x	4,608	9,345	6,816
Goodwill impairment		-	-	14,765
Other income	13e,1b	-	(7,657)	(19,827)
Total operating expenses		156,940	139,150	116,474
Operating loss		18,643	26,921	32,032
Financial expenses, net	17	3,547	14,018	37,946
Loss before taxes on income		22,190	40,939	69,978
Taxes on income	15e	1,201	6,539	6,501
Net loss		$ 23,391	$ 47,478	$ 76,479
Net loss per share:				
Basic and diluted net loss per share		$ 0.64	$ 1.23	$ 1.22
Weighted average number of ordinary shares used in computing basic and diluted net loss per share		36,457,989	38,519,606	62,518,602

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

U.S. dollars in thousands (except per share data)

	Year ended December 31, 2012	Year ended December 31, 2013	Year ended December 31, 2014
Net loss	$ 23,391	$ 47,478	$ 76,479
Other comprehensive loss:			
Change in foreign currency translation adjustment	803	1,311	1,853
Available-for-sale investments:			
Change in net unrealized (gains) losses	(13)	(223)	(260)
Reclassification adjustment for net gains included in net income	57	97	735
Net change	44	(126)	475
Cash flow hedges:			
Change in net unrealized (gains) losses	(772)	(1,295)	709
Reclassification adjustment for net gains (losses) included in net income	72	1,189	(495)
Net change (net of tax effect of $261, $17, and $(78))	(700)	(106)	214
Other comprehensive loss, net	147	1,079	2,542
Total of comprehensive loss	$ 23,538	$ 48,557	$ 79,021

The accompanying notes are an integral part of the condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands (except share and per share data)

	Ordinary shares	Share capital	Additional paid-in capital	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit	Total shareholders' equity
Balance as of January 1, 2012	36,324,997	$ 97	$ 311,911	$ (20,091)	$ (343)	$ (130,523)	$ 161,051
Exercise of options	240,171	1	735	-	-	-	736
Share-based compensation expense	-	-	5,460	-	-	-	5,460
Other comprehensive loss, net					(147)		(147)
Net loss	-	-	-	-	-	(23,391)	(23,391)
Balance as of December 31, 2012	36,565,168	98	318,106	(20,091)	(490)	(153,914)	143,709
Exercise of options and RSU's	292,000	-	1,145	-	-	-	1,145
Issuance of shares, net of $ 361 issuance expenses	15,600,000	43	34,916	-	-	-	34,959
Share-based compensation expense	-	-	3,822	-	-	-	3,822
Other comprehensive loss, net	-	-	-	-	(1,079)	-	(1,079)
Net loss	-	-	-	-	-	(47,478)	(47,478)
Balance as of December 31, 2013	52,457,168	141	357,989	(20,091)	(1,569)	(201,392)	135,078
Exercise of options and RSU's	573,698	1	-	-	-	-	1
Issuance of shares, net of $ 400 issuance expenses	24,100,000	70	45,079	-	-	-	45,149
Share-based compensation expense	-	-	3,345	-	-	-	3,345
Other comprehensive loss, net	-	-	-	-	(2,542)	-	(2,542)
Net loss	-	-	-	-	-	(76,479)	(76,479)
Balance as of December 31, 2014	77,130,866	$ 212	$ 406,413	$ (20,091)	$ (4,111)	$ (277,871)	$ 104,552

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands (except share and per share data)

	Year ended December 31,		
	2012	2013	2014
Cash flows from operating activities:			
Net loss	$ (23,391)	$ (47,478)	$ (76,479)
Adjustments required to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	15,030	15,645	13,498
Share-based compensation expense	5,460	3,822	3,345
Impairment of long-lived assets	-	2,559	2,367
Impairment of goodwill	-	-	14,765
Other than temporary impairment of marketable securities	-	2,108	3,471
Accrued severance pay and pensions, net	(488)	1,422	(787)
Decrease in accrued interest and exchange rate on bank deposits	84	-	-
Accrued interest and amortization of premium on marketable securities	(323)	(40)	-
Decrease (increase) in trade receivables, net	(9,459)	15,505	(33,876)
Decrease (increase) in other accounts receivable and prepaid expenses	(2,294)	2,767	11,283
Decrease in inventories	27,210	401	1,792
Increase (decrease) in trade payables	24,986	(24,067)	25,155
Increase (decrease) in deferred revenues	(21,589)	(8,751)	9,699
Decrease (increase) in deferred tax asset, net	(743)	3,572	9,788
Increase (decrease) in other accounts payable and accrued expenses (including other long term liabilities)	(7,274)	3,023	(16,300)
Net cash provided by (used in) operating activities	7,209	(29,512)	(32,279)
Cash flows from investing activities:			
Purchase of property and equipment	(14,530)	(16,423)	(12,691)
Investment in short-term bank deposits	(1,266)	(679)	(36)
Proceeds from maturities of short-term bank deposits	7,920	635	69
Investment in marketable securities	(64)	(7,867)	-
Proceeds from sale of marketable securities	9,781	513	5,161
Net cash provided by (used in) investing activities	1,841	(23,821)	(7,497)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands (except share and per share data)

	Year ended December 31,		
	2012	**2013**	**2014**
Cash flows from financing activities:			
Proceeds and loans from financial institutions	27,000	23,690	22,691
Repayment of bank loan	(18,232)	(10,234)	(29,012)
Proceeds from issuance of shares, net	-	34,959	45,149
Proceeds from exercise of options	736	1,145	-
Net cash provided by financing activities	9,504	49,560	38,828
Effect of exchange rate changes on cash	(446)	(919)	(36)
Increase (decrease) in cash and cash equivalents	18,108	(4,692)	(984)
Cash and cash equivalents at the beginning of the year	28,991	47,099	42,407
Cash and cash equivalents at the end of the year	$ 47,099	$ 42,407	$ 41,423
Supplemental disclosure of cash flow information:			
Cash paid during the year for income taxes	$ 2,326	$ 1,778	$ 2,572
Cash paid during the year for interest	$ 2,113	$ 2,597	$ 3,541

The accompanying notes are an integral part of the consolidated financial statements.

NOTE 1:- GENERAL

a. Ceragon Networks Ltd. ("the Company") is a wireless backhaul specialist. It provides wireless backhaul solutions that enable cellular operators and other wireless service providers to deliver voice and data services, enabling smart-phone applications such as internet browsing, social networking applications, image sharing, music and video applications. Its wireless backhaul solutions use microwave radio technology to transfer large amounts of telecommunication traffic between base stations and small-cells and the core of the service provider's network. The Company also provides wireless fronthaul solutions that use microwave technology for ultra-high speed, ultra-low latency communication between LTE/LTE-Advanced base band digital units stations and remote radio heads.

The Company's solutions support all wireless access technologies, including LTE-Advanced, LTE, HSPA, EV-DO, CDMA, W-CDMA and GSM. The Company's systems also serve evolving network architectures including all-IP long haul networks.

The Company sells its products through a direct sales force, systems integrators, distributors and original equipment manufacturers.

The Company has forty one wholly-owned subsidiaries worldwide. The subsidiaries provide research and development, marketing, manufacturing, distribution, sales and technical support to the Company's customers worldwide.

As to principal markets and major customers, see notes 16b and 16c.

b. Acquisitions:

On January 19, 2011 ("Acquisition Date"), the Company completed the purchase of all the share capital of Nera Networks AS (now called Ceragon Networks AS) and its subsidiaries (the "Nera") from Eltek ASA, pursuant to a Share Purchase Agreement dated January 19, 2011.

The consideration for all of the shares of Nera was $ 57,175. January 19, 2011 was considered to be the Acquisition Date, as control was obtained, assets were received and liabilities assumed. Eltek ASA undertook not to compete with the Company for a period of five years. In April 2014, the Company signed an agreement with Eltek ASA, to settle all claims, counter claims, legal proceedings, and any other contingent or potential claims regarding alleged breaches of representations and warranties contained in the purchase agreement governing the Nera Acquisition from Eltek in January 2011. In May 2014, the Company received $ 16,800 in cash, net of associated legal expenses and recorded as part of other income in the consolidated statements of operations.

NOTE 1:- GENERAL (Cont.)

c. Cost reduction plans:

2012 Plan:
During the fourth quarter of 2012, and in order to meet the profitability plan in 2013 the Company initiated a restructuring plan to improve its operating efficiency. The restructuring expenses include mainly severance and other compensation related expenses associated with the termination of employment under a restructuring plan. The total restructuring costs in 2012 associated with exiting activities of the Company were $ 4,608, recorded in operating expenses, as restructuring costs. As of December 31, 2013 and 2014, the total liability balance for the restructuring plan was $ 206 and $ 0, respectively.

2013 Plan:
During the fourth quarter of 2013, the Company initiated a restructuring plan to reduce its operating cost and improve its efficiency, mainly by realigning teams on enhancing the newly released IP-20 platform, consolidating or relocating certain offices and reducing staff functions and some operations positions, as well as other measures. The restructuring expenses include mainly severance and other compensation related expenses associated with the termination of employment under a restructuring plan and facilities related expenses for office closing and consolidations. The total restructuring costs in 2013 and 2014 associated with exiting activities of the Company were $ 9,345 and $ 978, respectively, recorded in operating expenses, as restructuring costs. As of December 31, 2013 and 2014, the total liability balance for the restructuring plan was $ 5,375 and $ 501, respectively, mainly due to facilities related expenses and termination of employment expenses.

2014 Plan:
During the fourth quarter of 2014, the Company initiated another restructuring plan to reduce its operating cost and improve its efficiency, mainly by relocating certain offices and reducing staff functions and some operations positions, as well as other measures. The restructuring expenses include mainly post termination benefits, write-off of property and equipment that is related to activities that were terminated and facilities related expenses for warehouse and office closing and relocations. The total restructuring costs in 2014 associated with exiting activities of the Company were $ 5,838, recorded in operating expenses, as restructuring costs. As of December 31, 2014, the total liability balance for the restructuring plan was $ 2,427.

d. Liquidity and Capital Resources:

In March 2013, the Company entered into a syndicated credit agreement (the “Credit Facility”) with four financial institutions. Such agreement provides the Company with revolving credit facilities in the form of loans and bank guarantees, under which an aggregate sum of up to $ 73,500 of credit loans and up to $ 40,200 of bank guarantees shall be available. The Credit Facilities shall terminate, and all borrowings shall be repaid, upon March 14, 2016. Repayment may be accelerated by the financial institutions in certain events of default including in insolvency events, failure to comply with financial covenants or an event in which a current or future shareholder acquires control (as defined under the Israel Securities Law) of the Company. The financial covenants are mainly based on financial ratios that are related to the Company's total shareholders' equity, financial debt, trade receivables balance and working capital (For further information, see note 10). As of December 31, 2014 the Company utilized $ 50,904 out of $ 73,500 of available credit lines. As of December 31, 2014, the Company failed to meet one of its financial covenants and accordingly amended the Credit Facility subsequent to the balance sheet date.

During the year ended December 31, 2014, the Company incurred net loss of $76,479 and had negative cash flow from operating activities in the amount of $ 32,279. As of December 31, 2014, the Company had $ 42,371 in cash and cash equivalents, short term bank deposits and short term marketable securities. The outstanding cash and cash equivalents includes $ 2,475 located in Venezuela, subject to regulated foreign currency exchange which impairs the availability of that cash outside of the country

The Company's management addressed its liquidity matters with the following initiatives:

In August 2014, the Company completed a public offering of its shares on NASDAQ. Total net proceeds from the issuance amounted to approximately $45,149 (see also note 14b).

In December 2014, the Company announced that it will realign its operations, reduce headcount and undertake other cost reduction measures in order to improve profitability (see also note 1c).

In March, 2015, subsequent to the balance sheet date, the Company has further amended its Credit Facility arrangements to adjust the financial covenants and applicable interest rates and fees through the termination date of the credit facility. According to the new terms, the Credit Facility shall be terminated on June 30, 2016. Additionally, the available loan facility shall be gradually reduced by $2,500 in July 1, 2015, and by additional $5,000 in October 1, 2015 and by additional $4,000 in January 1, 2016 and by additional $2,000 in February 28, 2016. Also, the amended Credit Facility includes an increase in the allowed accounts receivable discounting activities of one of the Company’s main customers by $34,000 to an amount of up to $54,000, and gradual reduction in minimum cash covenant from $20,000 to $15,000 by October 1, 2015. The Company expects to meet the financial covenants according to the amended terms and conditions.

As of the date of these financial statements, the Company’s management believes that current cash and cash equivalent balances, short-term bank deposits and short-term marketable securities will be sufficient for its operational requirements through at least the following 12 months.

According to the Company's plans, it will have to extend the Credit Facility agreement, or to replace it with another financing arrangement in order to support the operations beyond June 30, 2016. The Company's management and board of directors believe that they will be able to obtain sufficient financial resources, however, there can be no assurances that the Company will be successful in obtaining sufficient financial resources when required.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

a. Basis of presentation:

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP").

b. Use of estimates:

The preparation of the financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in the consolidated financial statements and the accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances, to determine the carrying values of assets and liabilities that are not readily apparent from other sources. To the extent there are material differences between the Company's estimates and the actual results, the Company's future consolidated results of operation may be affected.

c. Financial statements in U.S. dollars:

A majority of the revenues of the Company and certain of its subsidiaries are generated in U.S. dollars ("dollars"). In addition, a substantial portion of the Company's and certain of its subsidiaries' costs is incurred in dollars. Since management believes that the dollar is the currency of the primary economic environment in which the Company and its subsidiaries operate and considers the non-U.S. subsidiaries to be a direct, integral extension of the parent company's operations, the dollar is its functional and reporting currency. Accordingly, amounts in currencies other than U.S dollars have been re-measured in accordance with ASC topic 830, "Foreign Currency Matters" ("ASC 830") as follows:

Monetary balances - at the exchange rate in effect on the balance sheet date.
Consolidated statement s of operations items - average exchange rates prevailing during the year.

All exchange gains and losses from the re-measurement mentioned above are reflected in the statement of Income (Loss) in financial income, net.

The financial statements of the Company's Brazilian subsidiaries, whose functional currency is not the dollar, have been re-measured and translated into dollars. All amounts on the balance sheets have been translated into the dollar using the exchange rates in effect on the relevant balance sheet dates. All amounts in the statements of operations have been translated into the dollar using the average exchange rate for the relevant periods. The resulting translation adjustments are reported as a component of accumulated other comprehensive income in shareholders' equity.

d. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its subsidiaries ("the Group"). Intercompany balances and transactions including profits from intercompany sales not yet realized outside the Group, have been eliminated upon consolidation.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

e. Cash equivalents:

Cash equivalents include short-term, highly liquid investments that are readily convertible to cash with original maturities of three months or less.

f. Short-term bank deposits:

Short-term bank deposits are deposits with maturities of more than three months and up to one year. The short-term bank deposits are in EURO and U.S. dollars and bear interest at an average rate of 0.3% and 0% as of December 31, 2013 and 2014, respectively. The short-term bank deposits are presented at their cost, including accrued interest.

As of December 31, 2014, the short-term bank deposits in the amount of up to $ 407 are restricted for a period of up to 6 months against bank guarantees provided to customers (see also note 13c.)

g. Investments in marketable securities:

The Company accounts for investments in marketable securities in accordance with ASC topic 320, "Debt and Equity Securities", ("ASC 320").

Management determines the appropriate classification of its investments in marketable securities at the time of purchase and reevaluates such determinations at each balance sheet date.
The Company classifies all of its marketable securities as available for sale. Available for sale securities are carried at fair value, with the unrealized gains and losses, net of tax, reported in "accumulated other comprehensive income (loss)" in shareholders' equity and in "total of comprehensive income (loss)" in consolidated statements of comprehensive income (loss). Realized gains and losses on sale of investments are included in "financial income, net" and are derived using the specific identification method for determining the cost of securities. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization together with interest and dividends on securities are included in "financial income (expenses), net".

The Company periodically reviews its investments in marketable securities for impairment. If the Company concludes that any of these investments are impaired, the Company determines whether such impairment is "other-than-temporary" as defined under ASC 320-10-35. The Company accounts for investments in marketable securities in accordance with, ASC 320-10-65-1, "Recognition and Presentation of Other-Than-Temporary Impairments", that changed the impairment and presentation model for debt securities. Under the amended impairment model, other-than-temporary impairment loss is recognized in earnings if the entity has the intent to sell the debt security, or if it is more likely than not that it will be required to sell the debt security before recovery of its amortized cost basis. However, if an entity does not expect to sell a debt security, it still needs to evaluate expected cash flows to be received and determines if a credit loss exists. In the event of a credit loss, only the amount of impairment associated with the credit loss is recognized currently in earnings.

U.S. dollars in thousands (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

During 2012 no other-than-temporary impairments was recorded. During 2013 and 2014 the Company recorded other-than-temporary impairment in the amount of $ 2,108 and $ 3,471, respectively. For more information, see note 3.

h. Inventories:

Inventories are stated at the lower of cost or market value**.** Inventory write-downs are provided to cover risks arising from slow-moving items, technological obsolescence, excess inventories, discontinued products, and for market prices lower than cost, if any. The Company periodically evaluates the quantities on hand relative to historical and projected sales volume (which is determined based on an assumption of future demand and market conditions) and the age of the inventory. At the point of the loss recognition, a new lower cost basis for that inventory is established. In addition, if required the Company records a liability for firm non-cancelable and unconditional purchase commitments with contract manufacturers for quantities in excess of the Company's future demands forecast consistent with its valuation of excess and obsolete inventory.

Inventory includes costs of products delivered to customers and not recognized as cost of sales, where revenues in the related arrangements were not recognized.

Cost is determined for all types of inventory using the moving average cost method plus indirect costs.

i. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets, at the following annual rates:

	%
Computers, manufacturing and peripheral equipment	6 - 33
Enterprise Resource Planning systems ("ERP")	10
Office furniture and equipment	Mainly 15
Leasehold improvements	Over the shorter of the term of the lease or useful life of the asset

In 2012, the Company began an implementation of new Enterprise Resource Planning systems ("ERP"). The Company capitalizes costs incurred related to the system according to of FASB ASC 350-40, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. As of December 31, 2013 and 2014 the Company capitalized an accumulated total of $ 8,224 and $ 9,964, respectively. Amortization in 2013 and 2014 were approximately $ 394 and $ 990, respectively, and started on July 1, 2013 when the ERP was ready for intended use.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Impairment of long-lived assets:

The Company's and its subsidiaries' long-lived assets are reviewed for impairment in accordance with ASC topic 360," Property Plant and Equipment", ("ASC 360"), whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If an asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. During 2012, no impairment losses have been recognized. During 2013 and 2014 the Company recognized impairment in the amount of $ 2,559 and $ 2,367, respectively.

k. Income taxes:

The Company and its subsidiaries account for income taxes in accordance with ASC topic 740, "Income Taxes", ("ASC 740"). This Statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between the financial reporting and tax bases of assets and liabilities and for carry forward losses deferred taxes are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company and its subsidiaries provide a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value if it is more likely than not that some portion or all of the deferred tax asset will not be realized. For more information see note 15f.

The Company adopted ASC topic 740-10, "Income Taxes", ("ASC 740-10"). ASC 740-10 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC 740. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The Company elected to classify interest expenses and penalties recognized in the financial statements as income taxes. For more information see note 15j.

l. Goodwill and other intangible assets:

Goodwill and certain other purchased intangible assets have been recorded in the Company's financial statements as a result of acquisitions. Goodwill represents excess of the costs over the net tangible and intangible assets acquired of businesses acquired Under ASC topic 350, "Intangible - Goodwill and Other", ("ASC 350") according to which goodwill is not amortized.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

According to ASC 350, goodwill impairment testing is a two-step process. The first step involves comparing the fair value of a company's reporting units to their carrying amount. The Company elects to perform an annual impairment test of goodwill as of October 1 of each year, or more frequently if impairment indicators are present, (as of December 31, 2014 the Company’s management was in the opinion that the Company operates as one reporting unit). If the fair value of the reporting unit is determined to be greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is determined to be greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of the goodwill in this step is compared to the carrying value of goodwill. If the implied fair value of the goodwill is less than the carrying value of the goodwill, an impairment loss equivalent to the difference is recorded.

Intangible assets that are considered to have definite useful life are amortized using the straight-line basis over their estimated useful lives, which range from 2 to 7 years. The carrying amount of these assets is reviewed whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of the asset to the future undiscounted cash flows the asset is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. For the years ended December 31, 2012 and 2013, no impairment losses have been recognized. During 2014, the Company identified indicators of goodwill impairment and accordingly performed the two-step impairment which resulted in recording an impairment charge of its goodwill (see note 8).

m. Revenue recognition:

The Company and its subsidiaries generate revenues from selling products to end users, distributors, system integrators and original equipment manufacturers ("OEM").

Revenues from product sales are recognized in accordance with ASC topic 605-10, "Revenue recognition" and with ASC 605-25 "Multiple-Element Arrangements", ("ASC 605"), when delivery has occurred, persuasive evidence of an arrangement exists, the vendor's fee is fixed or determinable, no future obligation exists and collectability is probable.

When required, the Company complies with ASU 605-25, "Multiple-Deliverable Revenue Arrangements". This standard changes the requirements for establishing separate units of accounting in a multiple element arrangement by elimination of the residual method and requires the allocation of arrangement consideration to each deliverable to be based on using the relative selling price method. Pursuant to the guidance of ASU 605-25, when a sales arrangement contains multiple elements, such as equipment and services, the Company allocates revenues to each element based on a selling price hierarchy.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The selling price for a deliverable is based on its vendor specific objective evidence ("VSOE") if available, third party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available. In multiple element arrangements, revenues are allocated to each separate unit of accounting for each of the deliverables based on the aforementioned selling price hierarchy.

The Company considers the sale of equipment and its installation to be two separate units of accounting in the arrangement in which the installation is not essential to the functionality of the equipment, the equipment has value to the customer on a standalone basis and whenever the arrangement does not include a general right of return relative to the delivered item or delivery or performance of the undelivered item is considered probable and substantially in the control of the Company. In such arrangement, revenues from the sale of equipment are recognized upon delivery, if all other revenue recognition criteria are met and the installation revenues are deferred to the period in which such installation occurs (but not less than the amount contingent upon completion of installation, if any) using relative selling prices of each of the deliverables based on the aforementioned selling price hierarchy.

The Company determines the selling price in its multiple-element arrangements by reviewing historical transactions, and considering internal factors including, but not limited to, pricing practices including discounting, margin objectives, and competition. The determination of estimated selling price ("ESP") is made through consultation with management, taking into consideration the pricing model and strategy.

When sale arrangements include a customer acceptance provision, revenue is recognized when the Company has demonstrated that the criteria specified in the acceptance provision have been satisfied or as the acceptance provision has lapsed and deemed to be attained.

To assess the probability of collection for revenue recognition purposes, the Company analyzes historical collection experience, current economic trends and the financial position of its customers. On the basis of these criterions, the Company concludes whether revenue recognition should be deferred and recognized on a cash basis.

When applicable, the Company records a provision for estimated sale returns and stock rotation granted to customers on products in the same period the related revenues are recorded in accordance with ASC 605. These estimates are based on historical sales returns, stock rotations and other known factors. As of December 31, 2013 and 2014, the provision amounted to $ 550 and $ 1,012, respectively.

Deferred revenue includes unearned amounts received in its arrangements, and amounts received from customers but not recognized as revenues due to the fact that these transactions did not meet the revenue recognition criteria.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

n. Research and development expenses, net:

Research and development expenses, net are charged to the statement of operations as incurred. Grants received from the Government of Israel through the Office of the Chief Scientist are recognized at the time the Company is entitled to such grants, on the basis of the research and development costs incurred. Such grants are included as a deduction of research and development costs. In 2013 the Company received a new approval for a grant in the amount of up to $ 660. In 2014 the Company received 3 additional approvals for grants in the total amount of up to approximately $ 1,760. The grants require the Company to comply with the requirements of the Israeli Research and Development Law. The Company recorded income from OCS grants for the years ended December 31, 2012, 2013 and 2014 in the amount of $ 0, $ 599 and $ 1,092, respectively.

o. Warranty costs:

The Company generally offers a standard limited warranty, including parts and labor for an average period of 1-3 years for its products. The Company estimates the costs that may be incurred under its basic limited warranty and records a liability in the amount of such costs at the time product revenue is recognized. Factors that affect the Company's warranty liability include the number of installed units, historical and anticipated rates of warranty claims, and cost per claim. The Company periodically assesses the adequacy of its recorded warranty liability and adjusts the amounts as necessary. The Company recorded income from decrease of warranty provision for the years ended December 31, 2012, 2013 and 2014 in the amount of $ 1,753, $ 1,816 and $ 133, respectively. As of December 31, 2013 and 2014, the warranty provision was $ 2,984 and $ 2,851, respectively.

p. Derivative instruments:

The Company has instituted a foreign currency cash flow hedging program using foreign currency forward contracts ("derivative instruments") in order to hedge the exposure to variability in expected future cash flows resulting from changes in related foreign currency exchange rates. These transactions are designated as cash flow hedges, as defined under ASC topic 815, "Derivatives and Hedging".

ASC 815 requires companies to recognize all of their derivative instruments as either assets or liabilities in the financial statements at fair value. The Company measured the fair value of the contracts in accordance with ASC topic 820, "Fair value Measurement and Disclosures" at Level 2 (see also note 2w). The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship.

For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss), net of taxes and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The non-effective portion of the derivative's change in fair value is recognized in earnings.

For derivative instruments that are designated as fair value hedges to hedge foreign currency risks for our exposure denominated in currencies other than the U.S. dollar. Gains and losses on these forward contracts are recognized in earnings.

The Company's cash flow hedging program is to hedge against the risk of overall changes in cash flows resulting from forecasted foreign currency salary payments during the year. The Company hedges portions of its forecasted expenses denominated in NIS with forward exchange contracts. These forward exchange contracts are designated as cash flow hedges, as defined by ASC 815 and Derivative Implementation Group No. G20, "Cash Flow Hedges: Assessing and Measuring the Effectiveness of a Purchased option Used in a Cash Flow Hedge" ("DIG 20") and are all effective.

q. Concentrations of credit risk:

Financial instruments that potentially subject the Company and its subsidiaries to concentrations of credit risk consist principally of cash and cash equivalents, short-term bank deposits, marketable securities, trade receivables and trade payables.

The majority of the Company's cash and cash equivalents and short-term bank deposits are invested in U.S. dollar instruments with major banks worldwide. Such cash and cash equivalents and deposits in the United States may be in excess of insured limits and are not insured in other jurisdictions. Generally, these cash and cash equivalents and deposits may be redeemed upon demand and, therefore, bear minimal risk. Management believes that the financial institutions that hold the Company's and its subsidiaries' investments are institutions with high credit standing, and accordingly, minimal credit risk exists with respect to these investments.

The Company's marketable securities consist of securities issued by debentures of Argentinean and Venezuelan government. As of December 31, 2013 and 2014, the company’s entire marketable securities portfolio was invested in debt securities of governmental institutions. The Company's investment policy limits the amount the Company may invest in any one type of investment or issuer, thereby reducing credit risk concentrations.

The Company's trade receivables are geographically diversified and derived from sales to customers mainly in the Europe, Latin America and Asia. The Company and its subsidiaries generally do not require collateral; however, in certain circumstances, the Company and its subsidiaries may require letters of credit, additional guarantees or advance payments.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company and its subsidiaries perform ongoing credit evaluations of their customers and insure certain trade receivables under credit insurance policies.

r. Allowance for doubtful debt:

An allowance for doubtful accounts is determined with respect to specific receivables, of which the collection may be doubtful. The Company charges off receivables when they are deemed uncollectible.

Allowance for doubtful accounts amounted to $ 6,519 and $ 8,404 as of December 31, 2013 and 2014, respectively.

Total expenses for doubtful debt during 2012, 2013 and 2014 amounted to $ 1,727, $ 1,255 and $ 2,286, respectively. Total write offs were immaterial in 2012, 2013 and 2014.

s. Transfers of financial assets:

ASC 860 "Transfers and Servicing", ("ASC 860"), establishes a standard for determining when a transfer of financial assets should be accounted for as a sale. The Company's arrangements are such that the underlying conditions are met for the transfer of financial assets to qualify for accounting as a sale. The transfers of financial assets are typically performed by the factoring of receivables to three financial institutions.

As of December 31, 2013 and 2014, the Company sold trade receivables to several different financial institutions in a total amount of $ 19,730 and $ 13,061, respectively. Control and risk of those trade receivables were fully transferred in accordance with ASC 860.

The agreements, pursuant to which the Company sells its trade receivables, are structured such that the Company (i) transfers the proprietary rights in the receivable from the Company to the financial institution; (ii) legally isolates the receivable from the Company's other assets, and presumptively puts the receivable beyond the lawful reach of the Company and its creditors, even in bankruptcy or other receivership; (iii) confers on the financial institution the right to pledge or exchange the receivable; and (iv) eliminates the Company's effective control over the receivable, in the sense that the Company is not entitled and shall not be obligated to repurchase the receivable other than in case of failure by the Company to fulfill its commercial obligation.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

t. Severance pay:

The Company's severance pay liability for its Israeli employees is calculated pursuant to Israel's Severance Pay Law based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Employees are entitled to one month's salary for each year of employment or a portion thereof. The Company's liability for all of its employees in Israel is fully covered by monthly deposits with pension funds, insurance policies and an accrual. The value of the funds deposited into pension funds and insurance policies is recorded as an asset - severance pay fund - in the Company's balance sheet.

The severance pay fund includes the deposited funds and accumulated adjustments to the Israeli Consumer Price Index up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israel's Severance Pay Law or labor agreements. The value of the deposited funds in insurance policies, is based on the cash surrendered value of these policies, and includes profits / losses.

Starting April 2009, the Company's agreements with new employees in Israel are under section 14 of the Severance Pay Law -1963. The Company's contributions for severance pay shall replace its severance obligation, no additional calculations shall be conducted between the parties regarding the matter of severance pay and no additional payments shall be made by the Company to the employee. Further, the related obligation and amounts deposited on behalf of such obligation are not stated on the balance sheet, as the Company is legally released from obligation to employees once the deposit amounts have been paid.

Severance expense for the years ended December 31, 2012, 2013 and 2014, amounted to approximately $ 1,489, $ 2,588 and $ 1,964, respectively.

u. Pension accrual:

The Company accounts, for its obligations for pension and other postretirement benefits, in accordance with ASC 715, "Compensation - Retirement Benefits". For more information refer to note 12.

v. Accounting for stock-based compensation:

ASC topic 718, "Compensation - Stock Compensation", ("ASC 718"), requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations.

U.S. dollars in thousands (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company estimates the fair value of stock options granted under ASC 718 using the binomial model with the following weighted-average assumptions for 2012, 2013 and 2014:

	December 31,		
	2012	2013	2014
Dividend yield	0%	0%	0%
Volatility	40%-64%	41%-56%	49%-65%
Risk free interest	0.1%-2.30%	0.1%-2.80%	0.1%-2.40%
Early exercise multiple	1.55-1.85	1.60-1.90	2.20-2.80

Risk-free interest rates are based on the yield from U.S. Treasury zero-coupon bonds with a term equivalent to the contractual life of the options; volatility of price of the Company's shares based upon actual historical stock price movements. The Early exercise factor is representing the value of the underlying stock as a multiple of the exercise price of the option which, if achieved, results in exercise of the option.

Early exercise multiple is based on actual historical exercise activity. The expected term of the options granted is derived from output of the option valuation model and represents the period of time that options granted are expected to be outstanding.

The Company recognizes compensation expense using the accelerated method for all awards ultimately expected to vest. Estimated forfeitures are based on historical pre-vesting forfeitures and on management's estimates. ASC topic 718 requires forfeitures to be estimated and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

w. Fair value of financial instruments:

The Company applies ASC 820, "Fair Value Measurements and Disclosures". Under this standard, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The hierarchy is broken down into three levels based on the inputs as follows:

Level 1 - Valuations based on quoted prices in active markets for identical assets that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of observable inputs can vary from investment to investment and is affected by a wide variety of factors, including, for example, the type of investment, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment and the investments are categorized as Level 3 (see also note 18).

The following methods and assumptions were used by the Company and its subsidiaries in estimating their fair value disclosures for financial instruments:

The carrying amounts of cash and cash equivalents, short-term bank deposits, trade receivables, other accounts receivable, trade payables, and other accounts payable approximate their fair values due to the short-term maturities of such instruments.

The marketable securities fair value, based on quoted market prices, classified within Level 1 (see also note 3).

The derivative instruments are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

x. Restructuring costs:

The Company accounts for restructuring activities in accordance to ASC topic 420, "Exit or Disposal Cost Obligations" and ASC 712 "Compensation-Nonretirement Postemployment Benefits" ("ASC 712"), which requires that a liability for a cost associated with an exit or disposal activity be recognized and measured, initially at fair value, only when the liability is incurred and for contractual postemployment benefits under ASC 712 when it is probable that the employees will be entitled to the benefits, the amount is estimable. For more information regarding impairment of long lived assets related to the restructuring plan, see note 2j.

U.S. dollars in thousands (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

y. Comprehensive income

The Company accounts for comprehensive income in accordance with ASC topic 220, "Comprehensive Income". This statement establishes standards for the reporting and display of comprehensive income and its components in a full set of general purpose financial statements. Comprehensive income generally represents all changes in stockholders' equity during the period except those resulting from investments by, or distributions to, stockholders.

The components of AOCI, net of tax, were as follows:

	Unrealized Gains (Losses) on Available-for-Sale Investments	Unrealized Gains on Cash Flow Hedges	Foreign Currency Translation Adjustments	Total
Balance as of January 1, 2014	$ 475	$ 314	$ (2,358)	$ (1,569)
Other comprehensive income (loss) before reclassifications	260	(709)	(1,853)	(2,302)
Amounts reclassified from AOCI	(735)	495	-	(240)
Other comprehensive income (loss)	(475)	(214)	(1,853)	(2,542)
Balance as of December 31, 2014	$ -	$ 100	$ (4,211)	$ (4,111)

The effects on net income of amounts reclassified from AOCI for the year ended December 31, 2014 were as follows:

AOCI Components	Location	Gains (Losses) Reclassified from AOCI to the Consolidated Statement of Income
Unrealized losses on Available-for-Sale Investments	Financial expenses	$ (735)
Unrealized gains on Cash Flow Hedges	Operating expenses	495
Total amount reclassified, net of tax		$ (240)

z. Treasury shares:

The Company repurchased its ordinary shares on the open-market and holds such shares as Treasury shares. The Company presents the cost of repurchased treasury shares as a reduction of shareholders' equity.

aa. Basic and diluted net earnings per share:

Basic net earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year. Diluted net earnings per share is computed based on the weighted average number of ordinary shares outstanding during each year, plus dilutive potential ordinary shares considered outstanding during the year, in accordance with ASC topic 260, "Earnings Per Share" ("ASC 260").

U.S. dollars in thousands (except share and per share data)

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The total weighted average number of shares related to the outstanding options excluded from the calculations of diluted net earnings per share due to their anti-dilutive effect was 5,743,458, 5,996,622 and 6,895,891 for the years ended December 31, 2012, 2013 and 2014, respectively.

ab. Impact of recently issued Accounting Standards:

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers," (ASU 2014-09), which creates a new Topic, Accounting Standards Codification Topic 606. The standard is principle-based and provides a five-step model to determine when and how revenue is recognized. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The accounting standard is effective for annual and interim periods beginning after December 15, 2016. Early adoption is not permitted. The Company is currently evaluating the impact of adopting this guidance.

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern, which defines management's responsibility to assess an entity's ability to continue as a going concern, and to provide related footnote disclosures if there is substantial doubt about its ability to continue as a going concern. The pronouncement is effective for annual reporting periods ending after December 15, 2016 with early adoption permitted. The Company is currently evaluating the impact of adopting this guidance.

NOTE 3:- MARKETABLE SECURITIES

The following is a summary of the Company's investments in marketable securities:

	2013			2014		
	Amortized Cost	Gross unrealized gains	Fair market value	Amortized cost	Gross unrealized gains	Fair market value
Government bonds	$ 9,009	$ 475	$ 9,484	$ 535	$ -	$ 535

All of the government bonds are for a period of less than one year.

During 2012, 2013 and 2014, the Company recorded proceeds from sales of these securities in amount of $ 9,781, $ 513 and $ 5,161, respectively, and loss (income) from sale of marketable securities in an amount of $ (57), $ (6) and $ 338, respectively.

During 2012, 2013 and 2014 the Company recorded other-than-temporary impairment in the amount of $ 0, $ 2,108 and $ 3,471, as a result of currency devaluation.

U.S. dollars in thousands (except share and per share data)

NOTE 4:- OTHER ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

	December 31, 2013	December 31, 2014
Government authorities	$ 11,238	$ 11,036
Advances to suppliers	4,409	1,568
Deferred charges and prepaid expenses	10,950	6,554
Other	7,608	3,740
	$ 34,205	$ 22,898

NOTE 5:- INVENTORIES

	December 31, 2013	December 31, 2014
Raw materials	$ 12,328	$ 11,535
Work in progress	360	1,473
Finished products	51,551	48,822
	$ 64,239	$ 61,830

Finished products include products shipped to customers for which revenues were not recognized. Such products amounted to $ 20,851 and $ 18,622 at December 31, 2013 and 2014, respectively.

During the year ended December 31, 2012, 2013 and 2014, the Company recorded inventory write-offs for excess inventory and slow moving inventory in a total amount of $ 904, $ 396 and $ 3,515, respectively that have been included in cost of revenues.

Inventory write-off provision as of December 31, 2013 and 2014 amounted of $ 3,252 and $ 5,238, respectively.

NOTE 6:- PROPERTY AND EQUIPMENT, NET

	December 31, 2013	December 31, 2014
Cost:		
Computers, manufacturing, peripheral equipment	$ 75,337	$ 81,855
Office furniture and equipment	3,516	2,876
Leasehold improvements	1,435	1,049
	80,288	85,780
Accumulated depreciation:		
Computers, manufacturing, peripheral equipment	42,091	50,271
Office furniture and equipment	1,898	1,616
Leasehold improvements	1,054	755
	45,043	52,642
Depreciated cost	$ 35,245	$ 33,138

U.S. dollars in thousands (except share and per share data)

NOTE 6:- PROPERTY AND EQUIPMENT, NET (Cont.)

Depreciation expenses for the years ended December 31, 2012, 2013 and 2014 were $ 11,493, $ 13,111 and $ 11,377 respectively.

During 2012, 2013 and 2014 and mainly as part of restructuring plans, the Company wrote off property and equipment in the total net amount of $0 $ 2,559 and $ 2,367, respectively.

Changes of property and equipment not resulted in cash flow outflows as of December 31, 2013 and 2014 amounted of $ 946 and $ (982), respectively.

NOTE 7:- INTANGIBLE ASSETS, NET

a. Intangible assets:

The following table sets forth the components of intangible assets associated with the Nera Acquisition:

	December 31,	
	2013	**2014**
Original amounts:		
Technology	$ 8,600	$ 8,600
Trademarks	800	800
Customer relationships *)	8,045	8,023
	17,445	17,423
Accumulated amortization:		
Technology	3,625	4,854
Trademarks	800	800
Customer relationships	5,807	6,699
	10,232	12,353
Intangible assets, net	$ 7,213	$ 5,070

*) Including functional currency translation adjustments related to Brazilian subsidiary.

Customer relationships represent relationships with customer through whom Nera generates its revenue, capable of being separated or divided from the entity and sold, or transferred.

Technology includes Nera's internally developed proprietary technologies, features, platforms, and offerings, capable of being separated or divided from the entity and sold, transferred, or licensed.

Trade names value consists of the right to use for two years Nera's trade names, trademarks, logos and URLs, capable of being separated or divided from the entity and sold, transferred, or licensed.

U.S. dollars in thousands (except share and per share data)

NOTE 7:- INTANGIBLE ASSETS, NET (Cont.)

b. Amortization expense for the years ended December 31, 2012, 2013 and 2014 amounted to $ 3,537, $ 2,534 and $ 2,121, respectively.

c. The estimated future amortization expense of purchased intangible assets as of December 31, 2014 is as follows:

2015	$	1,810
2016		1,665
2017		1,534
2018		61
	$	5,070

NOTE 8:- GOODWILL

The changes in the carrying amount of goodwill for the years ended December 31, 2013 and 2014 are as follows:

	Year ended December 31,			
	2013		2014	
Beginning balance	$	15,283	$	14,935
Impairment of Goodwill (1)		-		(14,765)
Functional currency translation adjustments and other adjustments (2)		(348)		(170)
Ending balance	$	14,935	$	-

(1) During the fourth quarter of 2014, the Company determined that sufficient indicators of potential impairment existed to require additional goodwill impairment analysis. These indicators included the trading value of the Company's stock at the time of the impairment test, coupled with existing market conditions and business trends. Based on the step one and step two analyses (see also note 2l), the Company recorded complete goodwill impairment charge in 2014, in the amount of $ 14,765.

(2) Foreign currency translation differences resulting from goodwill allocated to subsidiaries, whose functional currency has been determined to be other than the U.S. dollar and adjustment related to provisions.

U.S. dollars in thousands (except share and per share data)

NOTE 9:- OTHER ACCOUNTS PAYABLE AND ACCRUED EXPENSES

	December 31,	
	2013	2014
Employees and payroll accruals	$ 13,085	$ 11,392
Provision for warranty costs	2,984	2,851
Government authorities	4,609	3,602
Accrued expenses	20,312	16,337
Other accounts payables	4,536	3,066
	$ 45,526	$ 37,248

NOTE 10:- LOAN AND CREDIT LINES

In 2011 the Company entered into a loan agreement with Bank Hapoalim Ltd. (the "Loan Agreement") for a loan in the principal amount of $ 35,000 (the "Loan").

The Loan Agreement provides that the principal amount of $ 35,000 bear effective interest at a rate of Libor + 3.15%, which Libor is updated every three months. The principal amount is to be repaid in 17 quarterly installments from February 19, 2012, through February 19, 2016 and the interest is to be paid in quarterly payments starting as of February 19, 2011. As of December 31, 2013 and 2014 the accrued interest is $68 and $ 38, respectively, and is recorded as part of the accrued expenses.

The loan is secured by a floating charge over all Company assets as well as several customary fixed charges on specific assets and subject to certain financial covenants, as further described below.

The maturities of the principal amount for periods after December 31, 2014 are as follows:

2015 - current maturities	$ 8,232
2016	2,072
	$ 10,304

In March 2013, the Company was provided with a Credit Facility by four financial institutions. Such agreement provides the Company with revolving credit facilities, under which a sum of up to $ 40,200 in the form of bank guarantees and $ 73,500 in the form of loans shall be available. The new agreement replaced all of the Company's previously existing credit facilities, including the loan agreement (with respect to the Loan provides the same interest and repayment installments set forth in the Loan Agreement). Each portion of the Credit Facility will be operated by its furnishing financial institution.

Borrowings and repayments shall be made directly with the relevant financial institution. Any amounts repaid during the term of the Credit Facility may be re-borrowed up to the amount available under the loan segment of the Credit Facility. In the framework of the Credit Facility, the Company undertook certain financial and other covenants. The Credit Facility shall terminate, and all borrowings shall be repaid, upon March 14, 2016.

NOTE 10:- LOAN AND CREDIT LINES (Cont.)

Repayment may be accelerated by the financial institutions in certain events of default including in insolvency events, failure to comply with financial covenants or an event in which a current or future shareholder acquires control (as defined under the Israel Securities Law) of the Company.

During the first quarter of 2014 the Company amended its Credit Facility arrangements to adjust the financial covenants and applicable interest rates and fees. This amendment has been applied until October 1, 2014. Subsequently, the original covenants have been restored, except for certain financial covenants which shall be applied until March 31, 2015 and shall be restored afterwards. According to the amendment, the available loan facilities have been reduced by $ 5,000 on January 1, 2015 and will be reduced by additional $ 5,000 on April 1, 2015.

As of December 31, 2014 the Company utilized $ 50,904 out of $ 73,500 of available credit lines from several banks. The credit lines carry interest rates of Libor+3.21% to Libor+3.4%.

On March 31, 2015 the Company signed a further amendment to its agreement with the four financial institutions to better align its credit facility terms to its current needs and to adjust the financial covenants and applicable interest rates and fees. The main changes consist of:

a. An increase in the allowed discounting activities of one of the Company’s main customers long-term receivables to $ 54,000 (from $ 20,000).
b. Gradual reduction of the credit facility for loans from $ 63, 500 (starting April 1, 2015) to $ 50,000 by February 28, 2016.
c. Gradual reduction in minimum cash covenant from $ 20,000 to $ 15,000 by October 1, 2015.
d. An extension of the credit facility repayment date to June 30, 2016 (from March, 14, 2016).
e. Changes in the equity related covenants definition to exclude Goodwill and Intangible Assets from the calculation, as well as reduction for the minimum total shareholders’ equity value to $ 85,000 and reduction of the minimum total shareholders’ equity total assets ratio 0.27.
f. Other changes primarily increase in the maximum spread of interest chargeable to 3.5% and other bank fees.

As of December 31, 2014, based on the previous covenants the Company was in breach of the total shareholders’ equity total assets ratio. As part of the amendment to the existing credit facility contract, the banks also agreed to adjust the financial covenants retroactively. Therefore, subject to this recent amendment, as of December 31, 2014 the Company meets all the covenants and expects to continue meeting the new covenants.

NOTE 11:- DERIVATIVE INSTRUMENTS

As of December 31, 2013, the Company had outstanding forward exchange contracts designated as cash flow hedge for the acquisition of NIS 125,898 and NOK 49,065 in consideration for $ 43,790 maturing in a period of up to one year. As of December 31, 2014, the Company had outstanding forward exchange contracts designated as cash flow hedge for the acquisition of NIS 116,942 in consideration for $ 29,987 maturing, in a period of up to one year.

U.S. dollars in thousands (except share and per share data)

NOTE 11:- DERIVATIVE INSTRUMENTS (Cont.)

As of December 31, 2012, 2013 and 2014, the Company recorded accumulated unrealized gain in other comprehensive income, net of taxes, in the amount of $ 208, $ 314 and $ 100, respectively, from its forward contracts with respect to anticipated payroll payment.

Fair value hedging program - The Company enters into forward exchange contracts to hedge a portion of its certain monetary items in the balance sheet, such as trade receivables and trade payables denominated in foreign currencies for a period of up to one month. The purpose of the Company's foreign currency hedging activities is to protect the fair value of the monetary assets from foreign exchange rates fluctuations.

	Gain recognized in Statements of Comprehensive income	Statement of operationsitem	Gain (loss) recognized in consolidated statements of operations		
			Year ended December 31,		
	December 31, 2014		2012	2013	2014
Derivatives designated as hedging instruments:					
Foreign exchange option and forward contract	$ 100	Operating expenses	$ 72	$ 1,189	$ (495)
Derivatives not designated as hedging instruments:					
Foreign exchange forward contracts	$ -	Financial expenses	1,424	(2,150)	(240)
Total	$ 100		$ 1,496	$ (961)	$ (735)

NOTE 12:- PENSION LIABILITIES, NET

The Norwegian subsidiary Ceragon Networks AS (formerly "Nera Networks AS") has both defined benefit scheme (overfunded and underfunded) and defined contribution schemes.

Defined contribution - overfunded - Under the defined contributions scheme Ceragon Networks AS makes a payment to the insurance company who administer the fund on behalf of the employee. Ceragon Networks AS has no liabilities relating to such schemes after the payment to the insurance company. As of December 31, 2014 almost all active employees are in this scheme. The contribution and the corresponding social security taxes are recognized as payroll expenses in the period to which the employee's services are rendered. The defined pension contribution schemes meet the requirements of the law on compulsory occupational pension.

Defined benefit scheme - overfunded - Defined benefit scheme was stopped for admission from December 1, 2007, and persons that were employed after that date were automatically entered into the defined contribution scheme. The schemes give right to defined future benefits. These are mainly dependent on the number of qualifying employment years, salary level at pension age, and the amount of benefits from the national insurance scheme. The commitment related to the pension scheme is covered through an insurance company. As of December 31, 2014 the pension scheme has 30 members out of which 28 are retired. The fair value of plan assets exceeds the defined benefit obligation.

U.S. dollars in thousands (except share and per share data)

NOTE 12:- PENSION LIABILITIES, NET (Cont.)

AFP-scheme - in force from 1 January 2011, the AFP-scheme is a defined benefit multi-enterprise scheme, but is recognized in the accounts as a defined contribution scheme until reliable and sufficient information is available for the group to recognize its proportional share of pension cost, pension liability and pension funds in the scheme. Ceragon Networks AS's liabilities are therefore not recognized as liability in the balance sheet.

The difference between the liability (the Projected Benefit Obligation or PBO as defined in ASC No. 715 "Compensation - Retirement Benefits" ("ASC 715") and the market value of the plan assets is accounted for on the financial statements of the Company.

The liabilities in respect of Ceragon Networks AS's pension plans have been recalculated based on updated employee numbers and asset values at December 31, 2014. These plans together represent 100% of the PBO of the entire group. The value for the other liabilities has been projected from the results of the valuation on the date of Acquisition and updated for changes in discount rate.

The following tables provide a reconciliation of the changes in the plans' benefits obligation and fair value of assets for the year ended December 31, 2014, and the statement of funds status as of December 31, 2014:

	December 31,	
	2013	2014
Accumulated benefit obligation	$ 11,204	$ 3,243
Change in projected benefit obligation		
Projected benefit obligation at beginning of year	$ 9,709	$ 11,204
Liability assumed at the acquisition date of Nera		
Service cost	36	37
Interest cost	349	271
Plan settlements	1,167	(7,007)
Expenses paid	(873)	(548)
Exchange rates differences	(1,003)	(963)
Actuarial loss	1,819	249
Projected benefit obligation at end of year	$ 11,204	$ 3,243
Change in plan assets		
Fair value of plan assets at beginning of year	$ 7,396	$ 7,124
Acquisition of Nera		
Actual return on plan assets	245	146
Employer contributions to plan	105	18
Plan settlements		(7,053)
Expenses paid	(636)	-
Exchange rates differences	(619)	(235)
Actuarial gain	633	-
Fair value of plan assets at end of year	$ 7,124	$ -

U.S. dollars in thousands (except share and per share data)

NOTE 12:- PENSION LIABILITIES, NET (Cont.)

The assumptions used in the measurement of the Company' benefits obligations as of December 31, 2014 is as follows:

	December 31,	
	2013	2014
Weighted-average assumptions		
Discount rate	4.10%	3.00%
Expected return on plan assets	4.40%	3.80%
Rate of compensation increase	3.75%	3.25%

The amounts reported for net periodic pension costs and the respective benefit obligation amounts are dependent upon the actuarial assumptions used. The Company reviews historical trends, future expectations, current market conditions and external data to determine the assumptions. The discount rate is determined considering the yield of government bonds. For purposes of calculating the 2014 net periodic benefit cost and the benefit obligation, the Company used a discount rate of 3.0 %. The rate of compensation increase is determined by the Company, based upon its long-term plans for such increases.

The following table provides the components of net periodic benefits cost for the years ended December 31, 2013 and 2014:

	December 31,	
	2013	2014
Components of net periodic benefit cost		
Service cost	$ 36	$ 37
Interest cost	349	271
Expected return on plan assets	(245)	(146)
Exchange rates differences	60	15
Settlement loss recognized	1,167	-
Net periodic benefit cost	$ 1,367	$ 177

Benefit payments are expected to be paid as follows:

	December 31,	
	2013	2014
2015	$ 512	$ 480
2016	617	396
2017	555	241
2018	384	150
2019 and thereafter	1,078	692
	$ 3,146	$ 1,959

U.S. dollars in thousands (except share and per share data)

NOTE 12:- PENSION LIABILITIES, NET (Cont.)

The plan asset allocations at December 31, 2013 and 2014 are as follows:

	December 31,	
	2013	2014
Bonds	56%	-
Real estate	14%	-
Cash	20%	-
Shares	10%	-
	100%	-

Regarding the policy for amortizing actuarial gains or losses for pension and post-employment plans, the Company has chosen to charge the actuarial gains or losses to statement of income (loss).

For the years ended December 31, 2012, 2013 and 2014, an actuarial gain (loss) of $158, $ (1,291) and $ (533), respectively, was recognized in statements of income (loss).

NOTE 13:- COMMITMENTS AND CONTINGENT LIABILITIES

a. Lease commitments:

The Company and its subsidiaries lease their facilities and motor vehicles under various operating lease agreements that expire on various dates. Aggregate minimum rental commitments under non-cancelable leases at December 31, 2014, are as follows:

	Facilities	Motor vehicles	Total
2015	$ 4,519	$ 1,075	$ 5,594
2016	3,692	835	4,527
2017	3,398	797	4,195
2018	809	-	809
2019 and thereafter	538	-	538
	$ 12,956	$ 2,707	$ 15,663

Expenses for lease of facilities for the years ended December 31, 2012, 2013 and 2014 were approximately $ 8,473, $ 8,182 and $ 5,426, respectively.

Expenses for the lease of motor vehicles for the years ended December 31, 2012, 2013 and 2014 were approximately $ 1,404, $ 1,568 and $ 1,174, respectively.

b. In 2013, the Company received an approval for a grant from the Government of Israel through the Office of the Chief Scientist, for the financing of certain research and development expenditures in Israel in the amount of approximately $ 660. In 2014, the Company received three additional approvals for grants from the Government of Israel through the Office of the Chief Scientist (the "New Grants") in the total amount of approximately $ 1,760, most of which has already been received.

NOTE 13:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

The New Grants require the Company to comply with the requirements of the Research and Development Law in the same manner applicable to previous grants. In a case involving the transfer outside of Israel of technology or know how developed with the New Grants, the Company may be required to pay any royalties related to past sales of products based on the technology or know how developed with the New Grants.

c. Charges and guarantees:

As of December 31, 2013 and 2014, the Company provided bank guarantees in an aggregate amount of $ 36,706 and $ 27,890, respectively, with respect to tender offer guarantees and performance guarantees to its customers.

d. Litigations:

The Company is currently involved in various claims and legal proceedings. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss.

The Company cannot estimate the exposure amount, and in any case, these allegations have not resulted in any action brought against the Company. The Company's management does not believe that it is probable that the above mentioned allegations will result in a loss to the Company. Accordingly, no provision was recorded with respect to these allegations. On January 6, 2015 the Company was served with a motion to approve a purported class action, naming the Company, its Chief Executive Officer and its directors as defendants. For further details regarding the purported class action, see note 20a.

e. Indirect taxes:

The Company recorded a provision for indirect tax liabilities in Latin America, mainly related to VAT and Custom duties for the years ended December 31, 2013 and 2014, in the amount of approximately $ 16,467 and $ 11,448, respectively. During the years ended December 31, 2012, 2013 and 2014, the Company included in its net loss an income as a result of decrease of provision of certain pre-acquisition indirect tax exposures due to lapses of applicable statute of limitation, in the amounts of $ 0, $ 7,657 and $ 3,027, respectively, that were recorded in statements of operations.

NOTE 14:- SHAREHOLDERS' EQUITY

The ordinary shares of the Company are traded on Nasdaq Global Market and on the Tel Aviv Stock Exchange, under the symbol "CRNT".

a. General:

The ordinary shares entitle their holders to receive notice to participate and vote in general meetings of the Company, the right to share in distributions upon liquidation of the Company, and to receive dividends, if declared.

b. In November 2013, the Company completed a public offering of its shares on NASDAQ. The Company issued 14,000,000 of its ordinary shares, nominal value NIS 0.01 per share at a price of $ 2.40 per share before issuance expenses. The Company also granted to the underwriters the option to purchase up to 1,600,000 additional ordinary shares within 30 days, which was fully exercised. Total net proceeds from the issuance amounted to approximately $ 34,959, net of issuance expenses in the amount of $ 361.

In August 2014, the Company completed a public offering of its shares on NASDAQ. The Company issued 21,250,000 of its ordinary shares, nominal value NIS 0.01 per share at a price of $ 1.89 per share before issuance expenses. The Company also granted to the underwriters the option to purchase up to 2,850,000 additional ordinary shares within 30 days, which was fully exercised. Total net proceeds from the issuance amounted to approximately $ 45,149, net of issuance expenses in the amount of $ 400.

c. Stock options plans:

1. In 2003, the Company adopted a share option plan (the "Plan"). Under the Plan, options may be granted to officers, directors, employees and consultants of the Company or its subsidiaries. The options vest primarily over four years. The options expire ten years from the date of grant. In December 2012, the Company extended the term of the Plan for an additional period of ten years.Upon adoption of the Plan, the Company reserved for issuance 8,639,000 ordinary shares in accordance with the respective terms thereof. Any options, which are canceled or forfeited before the expiration date, become available for future grants. As of December 31, 2014, the Company has 1,251,780 Ordinary shares available for future grant under the Plan.

2. On September 6, 2010, the Company's board of directors amended the Plan so as to enable to grant Restricted share Units ("RSUs") pursuant to such Plan.

U.S. dollars in thousands (except share and per share data)

NOTE 14:- SHAREHOLDERS' EQUITY (Cont.)

3. The following is a summary of the Company's stock options and RSUs granted among the various plans:

	Year ended December 31, 2014		
	Number of options	Weighted average exercise price	Weighted average remaining contractual term (in years)
Outstanding at beginning of year	6,045,873	$ 8.07	
Granted	518,537	$ 2.14	
Exercised	-	$ -	
Forfeited or expired	(865,398)	$ 8.55	
Outstanding at end of the year	5,699,012	$ 7.46	5.49
Options exercisable at end of the year	4,530,660	$ 8.01	4.83
Vested and expected to vest	5,466,040	$ 7.61	5.35

	Year ended December 31, 2014
	Number of RSUs
Outstanding at beginning of year	1,242,746
Granted	151,816
Exercised	(573,698)
Forfeited or expired	(166,558)
Outstanding at end of the year	654,306
Vested and expected to vest	467,765

The Company's options are generally granted at exercise prices which are equal to the average market value of the ordinary shares in the period of 30 trading days prior to the grant date. The weighted average grant date fair value of the options granted during 2012, 2013 and 2014 were $ 3.82, $ 1.99 and $ 0.96, respectively. The fair value at grant date of the RSUs granted during 2014 was $ 2.88.

The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between the Company's closing stock price on the last trading day of fiscal 2014 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2014.

U.S. dollars in thousands (except share and per share data)

NOTE 14:- SHAREHOLDERS' EQUITY (Cont.)

This amount is impacted by the changes in the fair market value of the Company's shares. Total intrinsic value of options and RSUs exercised during the years ended December 31, 2013 and 2014 were $ 149 and $ 573, respectively. As of December 31, 2014, there was $ 774 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Company's stock option plans and $ 769 under the Company's RSUs plan. This cost is expected to be recognized over a weighted-average period of 0.74 years.

The following is a summary of the Company's stock options and RSUs granted separated into ranges of exercise price:

Exercise price (range)	Options and RSUs outstanding as of December 31, 2014	Weighted average remaining contractual life (years)	Weighted average exercise price	Options and RSUs exercisable as of December 31, 2014	Remaining contractual life (years for exercisable options	Weighted average exercise price
$			$			$
RSUs 0.0	660,555		0.00	-		
0.01-2.00	91,666	9.98	1.08	91,666	9.98	1.08
2.01-4.00	865,163	8.07	2.97	275,277	6.64	3.38
4.01-6.00	1,813,245	3.65	5.04	1,621,438	3.14	5.07
6.01-8.00	59,500	7.11	6.94	38,183	6.86	7.00
8.01-10.00	1,572,316	6.03	9.02	1,265,967	5.73	9.03
10.01-14.29	1,297,122	5.28	12.40	1,238,129	5.24	12.39
	6,359,567			4,530,660		

The total equity-based compensation expense related to all of the Company's equity-based awards, recognized for the years ended December 31, 2012, 2013 and 2014, was comprised as follows:

	Year ended December 31, 2012	2013	2014
Cost of revenues	$ 197	$ 181	$ 215
Research and development	1,638	1,009	1,625
Selling and marketing	1,975	1,334	674
General and administrative	1,650	1,298	831
Total stock-based compensation expenses *)	$ 5,460	$ 3,822	$ 3,345

*) Including $ 473, $ 674 and $ 2,086 compensation expenses related to RSUs for the year ended December 31, 2012, 2013 and 2014, respectively.

d. Treasury shares:

In October 2008, the Company initiated a share repurchase program, under which, the Company is authorized to purchase its outstanding ordinary shares up to aggregate value of $ 20,000. The purchases may be performed in the open market or in negotiated or block transactions, all subject to regulatory requirements.

NOTE 14:- SHAREHOLDERS' EQUITY (Cont.)

As of December 31, 2009, the Company had completed the share purchase program with a total purchase of 3,481,523 of its outstanding ordinary shares, at a weighted average price per share of $ 5.74, for the total consideration of approximately $ 20,091 (including commission and broker fees).

e. Dividends:

In the event that cash dividends are declared in the future, such dividends will be paid in NIS or in foreign currency subject to any statutory limitations. The Company does not intend to pay cash dividends in the foreseeable future.

NOTE 15:- TAXES ON INCOME

a. Israeli taxation:

1. Measurement of taxable income:

The Company has elected to file its tax return under the Israeli Income Tax Regulations 1986 (Principles Regarding the Management of Books of Account of Foreign Invested Companies and Certain Partnerships and the Determination of Their Taxable Income). Accordingly, starting tax year 2003, results of operations in Israel are measured in terms of earnings in U.S. dollar.

2. Tax benefits under the Law for the Encouragement of Capital Investments, 1959 (the "Law"):

According to the Law, the Company is entitled to various tax benefits by virtue of the "approved enterprise" and/or "beneficiary enterprise" status granted to part of their enterprises, as implied by this Law. The principal benefits by virtue of the Law are:

According to the provisions of the Law, the Company has chosen to enjoy the "Alternative" track. Under this track, the Company is tax exempt in the first two years of the benefit period and subject to tax at the reduced rate of 10%-25% for the remaining benefit period.

For receiving the benefits under the alternative track, there is a minimum qualifying investment. This condition requires an investment in the acquisition of productive assets such as machinery and equipment which must be carried out within three years.

NOTE 15:- TAXES ON INCOME (Cont.)

The minimum qualifying investment required for setting up a plant is NIS 300 thousand. As for plant expansions, the minimum qualifying investment is the higher of NIS 300 thousand and an amount equivalent to the "qualifying percentage" of the value of the productive assets. Productive assets that are used by the plant but not owned by it will also be viewed as productive assets. The Company was eligible under the terms of minimum qualifying investment and elected 2006 and 2009 as its "years of election".

The qualifying percentage of the value of the productive assets is as follows:

The value of productive assets before the expansion (NIS in millions)	The new proportion that the required investment bears to the value of productive assets
Up to NIS 140	12%
NIS 140 - NIS 500	7%
More than NIS 500	5%

The income qualifying for tax benefits under the alternative track is the taxable income of a company that has met certain conditions as determined by the Law ("a beneficiary company"), and which is derived from an industrial enterprise. The Law specifies the types of qualifying income that is entitled to tax benefits under the alternative track with respect of an industrial enterprise, whereby income from an industrial enterprise includes, among others, revenues from the production and development of software products and revenues from industrial research and development activities performed for a foreign resident (and approved by the Head of the Administration of Industrial Research and Development).

The benefit period starts with the first year the beneficiary enterprise earns taxable income, provided that 14 years have not passed since the approval was granted and 12 years have not passed since the enterprise began operating. In respect of expansion programs pursuant to Amendment No. 60 to the Law, the benefit period starts at the later of the year elected and the first year the Company earns taxable income provided that 12 years have not passed since the beginning of the year of election. The respective benefit period has not yet begun.

The above benefits are conditional upon the fulfillment of the conditions stipulated by the Law, regulations published thereunder and the letters of approval for the investments in the approved enterprises, as above. Non-compliance with the conditions may cancel all or part of the benefits and refund of the amount of the benefits, including interest. As of December 31, 2014, the management believes that the Company is in compliance with all of the aforementioned conditions.

The Company is also a "foreign investors' company", as defined by the Capital Investments Law, and, as such, is entitled to a 10-year period of benefits and may be entitled to reduced tax rates of between 10% to 25% (depending on the percentage of foreign ownership in each tax year).

NOTE 15:- TAXES ON INCOME (Cont.)

The Company has three capital investment programs that have been granted approved enterprise status, under the Law and two programs under beneficiary enterprise status pursuant to the Amended Legislation.

Income from sources other than the "Approved Enterprise" and "Beneficiary Enterprise" during the benefit period will be subject to the tax at the regular tax rate.

Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 68):

Effective January 1, 2011, the "Knesset" (Israeli Parliament) enacted the Law for Economic Policy for 2011 and 2012 (Amended Legislation), and among other things, amended the Law, ("the Amendment"). According to the Amendment, the benefit tracks in the Investment Law were modified and a flat tax rate applies to the Company's entire preferred income. The Company will be able to opt to apply (the waiver is non-recourse) the Amendment and from then on it will be subject to the amended tax rates as follows: 2011 and 2012 - 15%, 2013 and 2014 - 12.5% and in 2015 and thereafter - 12%.

Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 71):

On August 5, 2013, the "Knesset" issued the Law for Changing National Priorities (Legislative Amendments for Achieving Budget Targets for 2013 and 2014), 2013 which consists of Amendment 71 to the Law for the Encouragement of Capital Investments ("the Amendment"). According to the Amendment, the tax rate on preferred income form a preferred enterprise in 2014 and thereafter will be 16% (in development area A - 9%).

The Amendment also prescribes that any dividends distributed to individuals or foreign residents from the preferred enterprise's earnings as above will be subject to tax at a rate of 20%.

The Company has evaluated the effect of the adoption of the Amendment on its financial statements, and as of the date of the approval of the financial statements, the Company believes that it will not apply the Amendment. Accordingly, the Company has not adjusted its deferred tax balances as of December 31, 2014. The Company may change its position in the future.

NOTE 15:- TAXES ON INCOME (Cont.)

3. Tax benefits under the Law for the Encouragement of Industry (Taxes), 1969:

The Encouragement Law, provides several tax benefits for industrial companies. An industrial company is defined as a company resident in Israel, at least 90% of the income of which in a given tax year exclusive of income from specified Government loans, capital gains, interest and dividends, is derived from an industrial enterprise owned by it. An industrial enterprise is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Management believes that the Company is currently qualified as an "industrial company" under the Encouragement Law and, as such, enjoys tax benefits, including: (1) deduction of purchase of know-how and patents and/or right to use a patent over an eight-year period; (2) the right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli industrial companies and an industrial holding company; (3) accelerated depreciation rates on equipment and buildings; and (4) expenses related to a public offering on the Tel-Aviv Stock Exchange and on recognized stock markets outside of Israel, are deductible in equal amounts over three years.

Eligibility for benefits under the Encouragement Law is not subject to receipt of prior approval from any Governmental authority. No assurance can be given that the Israeli tax authorities will agree that the Company qualifies, or, if the Company qualifies, that the Company will continue to qualify as an industrial company or that the benefits described above will be available to the Company in the future.

4. Tax rates:

Taxable income of Israeli companies is subject to tax at the rate of 25% in the years ended December 31, 2012 and 2013.

On July 30, 2013, the Israeli Parliament passed a law, which, among other things, was designated to increase the tax levy for 2014 and thereafter (the "New Law"). The New Law increases the Israeli corporate tax rate from 25%, which was the tax rate in effect for the year ended December 31, 2013, to 26.5%.

The effective tax rate payable by a company which is taxed under the Investment Law may be considerably lower (see also Note 15.a2 above).

U.S. dollars in thousands (except share and per share data)

NOTE 15:- TAXES ON INCOME (Cont.)

b. The income tax expense (benefit) for the years ended December 31, 2012, 2013 and 2014 consisted of the following:

	Year ended December 31, 2012	2013	2014
Current	$ 1,944	$ 2,967	$ (3,382)
Deferred	(743)	3,572	9,883
	$ 1,201	$ 6,539	$ 6,501
Domestic (Israel)	$ 5,470	$ 1,150	$ 335
Foreign	(4,269)	5,389	6,166
	$ 1,201	$ 6,539	$ 6,501

c. Deferred income taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and liabilities are as follows:

	December 31, 2013	2014
Deferred tax assets:		
Net operating loss carry forward	$ 60,675	$ 78,853
Research and Development	11,938	7,702
Other temporary differences mainly relating to reserve and allowances	23,419	25,879
Deferred tax asset before valuation allowance	96,032	112,434
Valuation allowance	(81,665)	(108,292)
Deferred tax asset	14,367	4,142
Deferred tax liabilities:		
Acquired intangibles	(627)	(381)
Deferred tax asset, net	$ 13,740	$ 3,761

U.S. dollars in thousands (except share and per share data)

NOTE 15:- TAXES ON INCOME (Cont.)

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that all or some portion of the deferred tax assets will not be realized in each tax jurisdiction. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences are deductible and net operating losses are utilized. Based on consideration of these factors, the Company recorded a valuation allowance amounting $ 81,665 and $ 108,292 at December 31, 2013 and 2014, respectively.

d. Net operating loss carry forward and capital loss:

The Company has accumulated net operating losses and capital loss for Israeli income tax purposes as of December 31, 2014 in the amount of approximately $ 221,187 and $ 4,436, respectively. The net operating losses may be carried forward and offset against taxable income in the future for an indefinite period.

As of December 31, 2014, the Company's U.S. subsidiary had a U.S. federal net operating loss carry forward of approximately $ 1,399 that can be carried forward and offset against taxable income and that expires during the years 2017 to 2026. Utilization of U.S. net operating losses may be subject to substantial annual limitations due to the "change in ownership" provisions of the Internal Revenue Code of 1986 and similar state law provisions. The annual limitations may result in the expiration of net operating losses before utilization.

As of December 31, 2014, the Company's Norwegian subsidiary had a net operating loss carry forward of approximately $ 35,131 that can be carried forward. The net operating losses may be carried forward and offset against taxable income in the future for an indefinite period.

As of December 31, 2014, the Company's Brazilian subsidiary had a net operating loss carryforward of approximately $ 13,133 that can be carried forward. The net operating losses may be carried forward and offset against taxable income in the future for an indefinite period. The offset is limited to a maximum 30% of the annual taxable income.

e. Loss before taxes is comprised as follows:

	Year ended December 31,		
	2012	2013	2014
Domestic	$ (46,207)	$ (79,900)	$ (81,227)
Foreign	24,017	38,961	11,249
	$ (22,190)	$ (40,939)	$ (69,978)

U.S. dollars in thousands (except share and per share data)

NOTE 15:- TAXES ON INCOME (Cont.)

f. Reconciliation of the theoretical tax expense to the actual tax expense:

Reconciliation between the theoretical tax expense, assuming all income is taxed at the statutory tax rate applicable to income of the Company and the actual tax expense as reported in the Statement of Income (Loss) is as follows:

	Year ended December 31,		
	2012	2013	2014
Loss before taxes as reported in the consolidated statements of operations	$ (22,190)	$ (40,939)	$ (69,978)
Statutory tax rate	25%	25%	26.5%
Theoretical tax income on the above amount at the Israeli statutory tax rate	$ (5,548)	$ (10,235)	$ (18,544)
Non-deductible expenses	193	9,459	2,741
Non-deductible expenses related to employee stock options	1,366	955	886
Changes in valuation allowance, net	5,415	4,223	20,286
Other	(225)	2,137	1,132
Actual tax expense	$ 1,201	$ 6,539	$ 6,501

g. The Company adopted the provisions of ASC topic 740-10, "Income Taxes".

A reconciliation of the beginning and ending balances of the total amounts of unrecognized tax benefits is as follows:

	December 31,	
	2013	2014
Uncertain tax positions, beginning of year	$ 9,718	$ 9,145
Decreases in tax positions for prior years	(1,204)	(4,486)
Increases in tax positions for prior years	631	-
Uncertain tax positions, end of year	$ 9,145	$ 4,659

The Company has further accrued $ (83) and $ 0 due to interest and penalty related to uncertain tax positions as of December 31, 2013 and 2014, respectively.
As of December 31, 2014, the Company is subject to income and indirect tax audits in LATAM, Africa and APAC.

U.S. dollars in thousands (except share and per share data)

NOTE 16:- SEGMENTS, CUSTOMERS AND GEOGRAPHIC INFORMATION

a. The Company applies ASC topic 280, "Segment Reporting", ("ASC 820"). The Company operates in one reportable segment (see note 1 for a brief description of the Company's business). The total revenues are attributed to geographic areas based on the location of the end customer.

b. The following tables present total revenues for the years ended December 31, 2012, 2013 and 2014 and long-lived assets as of December 31, 2012, 2013 and 2014:

	Year ended December 31,		
	2012	2013	2014
Revenues from sales to unaffiliated customers:			
North America	$ 40,496	$ 35,584	$ 40,353
Europe	97,133	62,914	58,537
Africa	58,212	73,735	55,953
Asia-Pacific and Middle East	70,704	40,731	42,095
India	54,358	26,646	92,066
Latin America	125,748	122,162	82,107
	$ 446,651	$ 361,772	$ 371,112
Property and equipment, net, by geographic areas:			
Israel	$ 27,837	$ 30,759	$ 29,418
Others	5,805	4,486	3,720
	$ 33,642	$ 35,245	$ 33,138

c. Major customer data as a percentage of total revenues:

In 2012 and 2013, the Company generated revenues from a single group of affiliated companies that accounted for approximately 11.6%, 15.4%, respectively, of total revenues. In 2014, the Company generated revenues from a different single customer that accounted for approximately 16.1% of total revenues.

U.S. dollars in thousands (except share and per share data)

NOTE 17:- FINANCIAL INCOME, NET

	Year ended December 31,		
	2012	**2013**	**2014**
Financial income:			
Interest on marketable securities and bank deposits	$ 644	$ 1,310	$ 140
Foreign currency translation differences and derivatives	2,839	1,599	1,567
	3,483	2,909	1,707
Financial expenses:			
Bank charges and interest on loans	(3,850)	(5,260)	(7,691)
Foreign currency translation differences (*)	(3,180)	(9,558)	(28,491)
Impairment and amortization of premium on marketable securities (*)	-	(2,108)	(3,471)
	(7,030)	(16,927)	(39,653)
	$ (3,547)	$ (14,018)	$ (37,946)

(*) In 2014, includes $ 24,771 resulting from the devaluation of the local currency in Venezuela, pursuant to SICAD II, and the related re-measurement of certain assets denominated in or linked to the U.S. dollar due to restrictive government policies on payments in foreign currency in the year ended December 31, 2014 and $ 2,170 related to certain transactions to expatriate cash from Venezuela and Argentina.

U.S. dollars in thousands (except share and per share data)

NOTE 18:- FAIR VALUE MEASUREMENT:

The Company's financial assets (liabilities) measured at fair value on a recurring basis, excluding accrued interest components, consisted of the following types of instruments:

	Year ended December 31, 2014			
	Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
Marketable securities	$ 535	$ -	$ -	$ 535
Derivatives instruments (net of tax effect of $ 36)	-	(13)	-	(13)
Pension liability *)	-	-	(3,254)	(3,254)
Total assets (liabilities)	$ 535	$ (13)	$ (3,254)	$ (2,732)

	Year ended December 31, 2013			
	Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
Marketable securities	$ 9,484	$ -	$ -	$ 9,484
Derivatives instruments (net of tax effect of $ 114)	-	314	-	314
Pension liability, net *)	-	-	(4,076)	(4,076)
Total assets (liabilities)	$ 9,484	$ 314	$ (4,076)	$ 5,722

*) See also note 12.

NOTE 19:- RELATED PARTY BALANCES AND TRANSACTIONS

Most of the related party balances and transactions are with related companies and principal shareholders. Yehuda Zisapel is a principal shareholder of the Company. Zohar Zisapel is the Chairman of the Board of Directors and a principal shareholder of the Company. Yehuda and Zohar Zisapel are brothers who do not have a voting agreement between them. Jointly or severally, they are also founders, directors and principal shareholders of several other companies that are known as the RAD-BYNET group.

Members of the RAD-BYNET group provide the Company on an as-needed basis with information systems, marketing, and administrative services, the Company reimburses each company for its costs in providing these services. The aggregate amount of these expenses was approximately $ 1,476, $ 1,197 and $ 1,699 in 2012, 2013 and 2014, respectively.

The Company leases its offices in Israel from real estate holding companies controlled by Yehuda and Zohar Zisapel. The leases for the majority of this facility expire in December 2017, with an option to terminate early after three years. .

U.S. dollars in thousands (except share and per share data)

NOTE 19:- RELATED PARTY BALANCES AND TRANSACTIONS (Cont.)

Additionally, the Company leases the U.S. subsidiary's office space from a real estate holding company controlled by Yehuda and Zohar Zisapel. The lease for this facility is valid until April 2015. The aggregate amount of rent and maintenance expenses related to these properties was approximately $ 2,121 in 2012, $ 2,412 in 2013 and $ 2,046 in 2014.

The Company has an OEM arrangement with RADWIN, a member of RAD-BYNET group, according to which the Company purchases RADWIN products which are then resold to our customers. In addition, the Company purchases certain inventory components from other members of the RAD-BYNET group, which are integrated into its products. The aggregate purchase price of these components was approximately $ 4,310, $ 4,770 and $ 4,149 for the years ended December 31, 2012, 2013 and 2014, respectively.

The Company purchases certain property and equipment from members of the RAD-BYNET group, the aggregate purchase price of these assets was approximately $ 1,130, $ 265 and $ 100 for the years ended December 31, 2012, 2013 and 2014, respectively.

Transactions with related parties:

	Year ended December 31,		
	2012	2013	2014
Cost of revenues	$ 4,974	$ 5,381	$ 4,613
Research and development expenses	$ 1,032	$ 1,011	$ 1,244
Selling and marketing expenses	$ 1,233	$ 1,189	$ 914
General and administrative expenses	$ 684	$ 798	$ 1,123
Purchase of property and equipment	$ 1,130	$ 265	$ 100

Balances with related parties:

	December 31,	
	2013	2014
Trade payables, other accounts payable and accrued expenses	$ 3, 176	$ 1, 400

NOTE 20:- NONRECOGNIZED SUBSEQUENT EVENTS

a. On January 6, 2015 the Company was served with a motion to approve a purported class action, naming the Company, its Chief Executive Officer and its directors as defendants. The motion was filed with the District Court of Tel-Aviv. The purported class action alleges breaches of duties by making false and misleading statements in the Company’s SEC filings and public statements. The Company believes it has strong defense against these allegations and that the District Court should deny the motion. There is no assurance that the Company’s position will be accepted by the District Court. In such case the Company may have to divert attention of its executives to deal with this class action as well as incur expenses that may be beyond its insurance coverage for such cases, which cause a risk of loss and expenditures that may adversely affect its financial condition and results of operations.

b. In February 2015, the Government of Venezuela announced that SICAD2 has been replaced with the Sistema Marginal de Divisas (known as SIMADI). The SIMADI market is intended to operate based on the principles of supply and demand with buyers and sellers exchanging offers to transact. According to the Venezuelan Central Bank the average exchange rate on the first day of trading on February 12, 2015 was 170.0 VEF per U.S. Dollar. Depending on the transparency and liquidity of the SIMADI market, it is possible that in the future the company may re-measure our net monetary assets at the SIMADI rate. To the extent that the SIMADI rate is higher than the official exchange rate at that time, this could result in an additional devaluation charge.

As of December 31, 2014, Ceragon Venezuela represented approximately 1% of the Company's consolidated total assets and approximately 1% of the Company's consolidated revenues and approximately 15% of the Company's consolidated net loss. In addition, due to the limitations and difficulties of purchasing foreign currency in Venezuela as a result of the foreign currency system, it is possible that the company may re-measure assets in Venezuela that are denominated or linked to the U.S. Dollar. The majority of the assets are owned by subsidiaries other than Ceragon Venezuela. As of December 31, 2014 these assets represented 1% of our total assets. The Company still evaluates the effect of the change on its financial statements.

Exhibit 1.2

THE COMPANIES LAW

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

CERAGON NETWORKS LTD.
(as amended and restated in July 15, 2014)

GENERAL PROVISIONS

1. Object and Purpose of the Company

(a) The object of the Company is to engage, directly or indirectly, in any lawful undertaking or business whatsoever.

(b) In accordance with Section 11(a) of the Companies Law 5759-1999 (the "Companies Law"), the Company may contribute a reasonable amount to a worthy cause.

2. Limitation of Liability

The liability of the shareholders is limited to the payment of the nominal value of the shares in the Company allotted to them and which remains unpaid, and only to that amount. If the Company's share capital shall include at any time shares without a nominal value, the shareholders' liability in respect of such shares shall be limited to the payment of up to NIS 0.01 for each such share allotted to them and which remains unpaid, and only to that amount.

3. Interpretation

(a) Unless the subject or the context otherwise requires: words and expressions defined in the Companies Law in force on the date when these Articles or any amendment thereto, as the case may be, first became effective shall have the same meanings herein; words and expressions importing the singular shall include the plural and vice versa; words and expressions importing the masculine gender shall include the feminine gender; and words and expressions importing persons shall include bodies corporate.

(b) The captions in these Articles are for convenience only and shall not be deemed a part hereof or affect the construction of any provision hereof.

3A Amendment

The approval of a resolution adopted in a General Meeting approved by a simple majority of the voting power represented at the meeting in person or by proxy and voting thereon ("***Shareholders' Resolution***") is required to approve any amendment to these Articles of Association.

SHARE CAPITAL

4. Share Capital

The registered share capital of the Company is One Million Two Hundred Thousand New Israeli Shekels (NIS 1,200,000) divided into One Hundred and Twenty Million (120,000,000) Ordinary Shares of a nominal value of One Agora (NIS 0.01) each.

5. Increase of Share Capital

(a) The Company may, from time to time, by a Shareholders Resolution, whether or not all the shares then authorized have been issued, and whether or not all the shares theretofore issued have been called up for payment, increase its share capital by the creation of new shares. Any such increase shall be in such amount and shall be divided into shares of such nominal amounts, and such shares shall confer such rights and preferences, and shall be subject to such restrictions, as such resolution shall provide.

(b) Except to the extent otherwise provided in such resolution, such new shares shall be subject to all the provisions applicable to the shares of the original capital.

6. Special Rights; Modifications of Rights

(a) Without prejudice to any special rights previously conferred upon the holders of existing shares in the Company, the Company may, from time to time, by a Shareholders' Resolution, provide for shares with such preferred or deferred rights or rights of redemption or other special rights and/or such restrictions, whether in regard to dividends, voting, repayment of share capital or otherwise, as may be stipulated in such resolution.

(b) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class, unless otherwise provided by these Articles, may be modified or abrogated by the Company, by Shareholders Resolution, subject to the sanction of a resolution passed by a majority of the holders of the shares of such class present and voting at a separate General Meeting of the holders of the shares of such class.

(ii) The provisions of these Articles relating to General Meetings shall, mutatis mutandis, apply to any separate General Meeting of the holders of the shares of a particular class.

(iii) Unless otherwise provided by these Articles, the enlargement of an existing class of shares, or the issuance of additional shares thereof, shall not be deemed, for purposes of this Article 6(b), to modify or abrogate the rights attached to the previously issued shares of such class or of any other class.

7. <u>Consolidation, Subdivision, Cancellation and Reduction of Share Capital</u>

(a) The Company may, from time to time, by Shareholders Resolution (subject, however, to the provisions of Article 6(b) hereof and to applicable law):

(i) consolidate and divide all or any of its issued or unissued share capital into shares of larger nominal value than its existing shares,

(ii) subdivide its shares (issued or unissued) or any of them, into shares of smaller nominal value than is fixed by these Articles of Association (subject, however, to the provisions of the Companies Law), and the Shareholders Resolution whereby any share is subdivided may determine that, as among the holders of the shares resulting from such subdivision, one or more of the shares may, as compared with the others, have any such preferred or deferred rights or rights of redemption or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares.

(iii) cancel any shares which, at the date of the adoption of such resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so canceled, or

(iv) reduce its share capital in any manner, and with and subject to any incident authorized, and consent required, by law.

(b) With respect to any consolidation of issued shares into shares of larger nominal value, and with respect to any other action which may result in fractional shares, the Board of Directors may settle any difficulty which may arise with regard thereto, as it deems fit, including, <u>inter alia</u>, resort to one or more of the following actions:

(i) determine, as to the holder of shares so consolidated, which issued shares shall be consolidated into each share of larger nominal value;

(ii) allot, in contemplation of or subsequent to such consolidation or other action, such shares or fractional shares sufficient to preclude or remove fractional share holdings;

(iii) redeem, in the case of redeemable preference shares, and subject to applicable law, such shares or fractional shares sufficient to preclude or remove fractional share holdings;

(iv) cause the transfer of fractional shares by certain shareholders of the Company to other shareholders thereof so as to most expediently preclude or remove any fractional shareholdings, and cause the transferees to pay the transferors the fair value of fractional shares so transferred, and the Board of Directors is hereby authorized to act as agent for the transferors and transferees with power of substitution for purposes of implementing the provisions of this sub-Article 7(b)(iv).

SHARES

8. Issuance of Share Certificates; Replacement of Lost Certificates

(a) Share certificates shall be issued under the seal or stamp of the Company and shall bear the signatures of two Directors, or of any other person or persons authorized thereto by the Board of Directors.

(b) Each member shall be entitled to one numbered certificate for all the shares of any class registered in his name, and if reasonably requested by such member, to several certificates, each for one or more of such shares.

(c) A share certificate registered in the names of two or more persons shall be delivered to the person first named in the Registrar of Members in respect of such co-ownership.

(d) If a share certificate is defaced, lost or destroyed, it may be replaced, upon payment of such fee, and upon the furnishing of such evidence of ownership and such indemnity, as the Board of Directors may think fit.

9. Registered Holder

Except as otherwise provided in these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and, accordingly, shall not, except as ordered by a court of competent jurisdiction, or as required by statute, be bound to recognize any equitable or other claim to, or interest in such share on the part of any other person.

10. Allotment of Shares

The unissued shares from time to time shall be under the control of the Board of Directors, who shall have the power to allot shares or otherwise dispose of them to such persons, on such terms and conditions (including inter alia terms relating to calls as set forth in Article 12(f) hereof), and either at par or at a premium, or, subject to the provisions of the Companies Law, at a discount, and at such times, as the Board of Directors may think fit, and the power to give to any person the option to acquire from the Company any shares, either at par or at a premium, or, subject as aforesaid, at a discount, during such time and for such consideration as the Board of Directors may think fit.

10A. Authority to pay Underwriters' Fees & Commissions

Subject to the provisions of the Companies Law the Company is authorized to pay underwriters' fees and commissions.

11. Payment in Installments

If by the terms of allotment of any share, the whole or any part of the price thereof shall be payable in installments, every such installment shall, when due, be paid to the Company by the then registered holder(s) of the share of the person(s) entitled thereto.

12. Calls on Shares

(a) The Board of Directors may, from time to time, make such calls as it may think fit upon members in respect of any sum unpaid in respect of shares held by such members which is not, by the terms of allotment thereof or otherwise, payable at a fixed time, and each member shall pay the amount of every call so made upon him (and of each installment thereof if the same is payable in installments), to the person(s) and at the time(s) and place(s) designated by the Board of Directors, as any such time(s) may be thereafter extended and/or such person(s) or place(s) changed. Unless otherwise stipulated in the resolution of the Board of Directors (and in the notice hereafter referred to), each payment in response to a call shall be deemed to constitute a pro rata payment on account of all shares in respect of which such call was made.

(b) Notice of any call shall be given in writing to the member(s) in question not less than fourteen (14) days prior to the time of payment, specifying the time and place of payment, and designating the person to whom such payment shall be made, provided, however, that before the time for any such payment, the Board of Directors may, by notice in writing to such member (s), revoke such call in whole or in part, extend such time, or alter such person and/or place. In the event of a call payable in installments, only one notice thereof need be given.

(c) If, by the terms of allotment of any share or otherwise, any amount is made payable at any fixed time, every such amount shall be payable at such time as if it were a call duly made by the Board of Directors and of which due notice had been given, and all the provisions herein contained with respect to such calls shall apply to each such amount.

(d) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof and all interest payable thereon.

(e) Any amount unpaid in respect of a call shall bear interest from the date on which it is payable until actual payment thereof, at such rate (not exceeding the then prevailing debitory rate charged by leading commercial banks in Israel), and at such time(s) as the Board of Directors may prescribe.

(f) Upon the allotment of shares, the Board of Directors may provide for differences among the allottees of such shares as to the amount of calls and/or the times of payment thereof.

13. Prepayment

With the approval of the Board of Directors, any member may pay to the Company any amount not yet payable in respect of his shares, and the Board of Directors may approve the payment of interest on any such amount until the same would be payable if it had not been paid in advance, at such rate and time(s) as may be approved by the Board of Directors. The Board of Directors may at any time cause the Company to repay all or any part of the money so advanced, without premium or penalty. Nothing in this Article 13 shall derogate from the right of the Board of Directors to make any call before or after receipt by the Company of any such advance.

14. Forfeiture and Surrender

(a) If any member fails to pay any amount payable in respect of a call, or interest thereon as provided for herein, on or before the day fixed for payment of the same, the Company, by resolution of the Board of Directors, may at any time thereafter, so long as the said amount or interest remains unpaid, forfeit all or any of the shares in respect of which said call had been made. Any expense incurred by the Company in attempting to collect any such amount or interest, including, inter alia, attorneys' fees and costs of suit, shall be added to, and shall, for all purposes (including the accrual of interest thereon), constitute a part of the amount payable to the Company in respect of such call.

(b) Upon the adoption of a resolution of forfeiture, the Board of Directors shall cause notice thereof to be given to such member, which notice shall state that, in the event of the failure to pay the entire amount so payable within a period stipulated in the notice (which period shall not be less than fourteen (14) days and which may be extended by the Board of Directors), such shares shall be ipso facto forfeited, provided, however, that, prior to the expiration of such period, the Board of Directors may nullify such resolution of forfeiture, but no such nullification shall estop the Board of Directors from adopting a further resolution of forfeiture in respect of the non-payment of the same amount.

(c) Whenever shares are forfeited as herein provided, all dividends theretofore declared in respect thereof and not actually paid shall be deemed to have been forfeited at the same time.

(d) The Company, by resolution of the Board of Directors, may accept the voluntary surrender of any share.

(e) Any share forfeited or surrendered as provided herein shall become the property of the Company, and the same, subject to the provisions of these Articles, may be sold, re-allotted or otherwise disposed of as the Board of Directors thinks fit.

(f) Any member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, be liable to pay, and shall forthwith pay, to the Company, all calls, interest and expenses owing upon or in respect of such shares at the time of forfeiture or surrender, together with interest thereon from the time of forfeiture or surrender until actual payment, at the rate prescribed in Article 12(e) above, and the Board of Directors, in its discretion, may enforce the payment of such moneys, or any part thereof, but shall not be under any obligation to do so. In the event of such forfeiture or surrender, the Company, by resolution of the Board of Directors, may accelerate the date(s) of payment of any or all amounts then owing by the member in question (but not yet due) in respect of all shares owned by such member, solely or jointly with another, and in respect of any other matter or transaction whatsoever.

(g) The Board of Directors may at any time, before any share so forfeited or surrendered shall have been sold, re-allotted or otherwise disposed of, nullify the forfeiture or surrender on such conditions as it thinks fit, but no such nullification shall estop the Board of Directors from re-exercising its powers of forfeiture pursuant to this Article 14.

15. Lien

(a) Except to the extent the same may be waived or subordinated in writing, the Company shall have a first and paramount lien upon all the shares registered in the name of each member (without regard to any equitable or other claim or interest in such shares on the part of any other person), and upon the proceeds of the sale thereof, for his debts, liabilities and engagements arising from any cause whatsoever, solely or jointly with another, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared in respect of such share. Unless otherwise provided, the registration by the Company of a transfer of shares shall be deemed to be a waiver on the part of the Company of the lien (if any) existing on such shares immediately prior to such transfer.

(b) The Board of Directors may cause the Company to sell any shares subject to such lien when any such debt, liability or engagement has matured, in such manner as the Board of Directors may think fit, but no such sale shall be made unless such debt, liability or engagement has not been satisfied within fourteen (14) days after written notice of the intention to sell shall have been served on such member, his executors or administrators.

(c) The net proceeds of any such sale, after payment of the costs thereof, shall be applied in or toward satisfaction of the debts, liabilities or engagements of such member (whether or not the same have matured), or any specific part of the same (as the Company may determine), and the residue (if any) shall be paid to the member, his executors, administrators or assigns.

16. Sale after Forfeiture or Surrender or in Enforcement of Lien

Upon any sale of shares after forfeiture or surrender or for enforcing a lien, the Board of Directors may appoint some person to execute an instrument of transfer of the shares so sold and cause the purchaser's name to be entered in the Register of Members in respect of such shares, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

17. Redeemable Shares

The Company may, subject to applicable law, issue redeemable shares and redeem the same.

18. [reserved]

TRANSFER OF SHARES

19. Effectiveness and Registration

No transfer of shares shall be registered unless a proper instrument of transfer (in form and substance satisfactory to the Board of Directors) has been submitted to the Company or its agent, together with any share certificate(s) and such other evidence of title as the Board of Directors may reasonably require. Until the transferee has been registered in the Register of Members in respect of the shares so transferred, the Company may continue to regard the transferor as the owner thereof. The Board of Directors, may, from time to time, prescribe a fee for the registration of a transfer.

20. Record Date for General Meetings

Notwithstanding any provision to the contrary in these Articles, for the determination of the members entitled to receive notice of and to participate in and vote at a General Meeting, or to express consent to or dissent from any corporate action in writing, or to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of shares of the Company, the Board of Directors may fix (or authorize the officer(s) to fix), in advance, a record date, which, subject to applicable law, shall not be earlier than ninety (90) days prior to the General Meeting or other action, as the case may be. No persons other than holders of record of shares as of such record date shall be entitled to notice of and to participate in and vote at such General Meeting, or to exercise such other right, as the case may be. A determination of members of record with respect to a General Meeting shall apply to any adjournment of such meeting, provided that the Board of Directors may fix a new record date for an adjourned meeting.

TRANSMISSION OF SHARES

21. Decedents' Shares

(a) In case of a share registered in the names of two or more holders, the Company may recognize the survivor(s) as the sole owner(s) thereof unless and until the provisions of Article 21(b) have been effectively invoked.

(b) Any person becoming entitled to a share in consequence of the death of any person, upon producing evidence of the grant of probate or letters of administration or declaration of succession (or such other evidence as the Board of Directors may reasonably deem sufficient that he sustains the character in respect of which he proposes to act under this Article or of his title), shall be registered as a member in respect of such share, or may, subject to the regulations as to transfer herein contained, transfer such share.

22. Receivers and Liquidators

(a) The Company may recognize the receiver or liquidator of any corporate member in winding-up or dissolution, or the receiver or trustee in bankruptcy of any member, as being entitled to the shares registered in the name of such member.

(b) The receiver or liquidator of a corporate member in winding-up or dissolution, or the receiver or trustee in bankruptcy of any member, upon producing such evidence as the Board of Directors may deem sufficient that he sustains the character in respect of which he proposes to act under this Article or of his title, shall with the consent of the Board of Directors (which the Board of Directors may grant or refuse in its absolute discretion), be registered as a member in respect of such shares, or may, subject to the regulations as to transfer herein contained, transfer such shares.

GENERAL MEETINGS

23. Annual General Meeting

An Annual General Meeting shall be held once in every calendar year at such time (within a period of not more than fifteen (15) months after the last preceding Annual General Meeting) and at such place either within or without the State of Israel as may be determined by the Board of Directors.

24. Extraordinary General Meetings

All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings." The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting at such time and place, within or without the State of Israel, as may be determined by the Board of Directors, and shall be obliged to do so upon a requisition in writing in accordance with Sections 63(b)(1) or (2) and 63(c) of the Companies Law.

25. Notice of General Meetings

The Company shall publish notice of a General Meeting at least twenty one (21) days prior to a General Meeting or more, if and to the extent and in the manner required by applicable law. Notwithstanding the Companies Regulations (Publication of Notice of General Meeting and Class Meeting in a Public Company) –2000, the Company shall not be required to deliver the notice to shareholders. The accidental omission to give notice of a meeting to any member or the non receipt of notice by one of the members shall not invalidate the proceedings at any meeting.

ROCEEDINGS AT GENERAL MEETINGS

26. Quorum

(a) Two or more members (not in default in payment of any sum referred to in Article 32(a) hereof), present in person or by proxy and holding shares conferring in the aggregate thirty-three point three percent (33.3 %) of the voting power of the Company (subject to rules and regulations, if any, applicable to the Company), shall constitute a quorum at General Meetings. No business shall be transacted at a General Meeting, or at any adjournment thereof, unless the requisite quorum is present when the meeting proceeds to business.

(b) If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition under Sections 63(b)(1) or (2), 64 or 65 of the Companies Law, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine with the consent of the holders of a majority of the voting power represented at the meeting in person or by proxy and voting on the question of adjournment. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting as originally called. At such adjourned meeting, any two (2) members (not in default as aforesaid) present in person or by proxy, shall constitute a quorum (subject to rules and regulations, if any, applicable to the Company).

(c) The Board of Directors may determine, in its discretion, the matters that may be voted upon at the meeting by proxy in addition to the matters listed in Section 87(a) to the Companies Law.

27. Chairman

The Chairman, if any, of the Board of Directors, or any other Director or Office Holder of the Company which may be designated for this purpose by the Board of Directors, shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman, or if at any meeting such Chairman is not present within fifteen (15) minutes after the time fixed for holding the meeting or is unwilling to act as Chairman, the members present shall choose someone of their number to be Chairman. The office of Chairman shall not, by itself, entitle the holder thereof to vote at any General Meeting nor shall it entitle such holder to a second or casting vote (without derogating, however, from the rights of such Chairman to vote as a shareholder or proxy of a shareholder if, in fact, he is also a shareholder or such proxy).

28. Adoption of Resolutions at General Meetings

(a) Unless otherwise indicated herein, a Shareholders Resolution shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon.

(b) A Shareholders Resolution approving a merger (as defined in the Companies Law) of the Company shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon.

(c) Every question submitted to a General Meeting shall be decided by a show of hands, but if a written ballot is demanded by any member present in person or by proxy and entitled to vote at the meeting, the same shall be decided by such ballot. A written ballot may be demanded before the proposed resolution is voted upon or immediately after the declaration by the Chairman of the results of the vote by a show of hands. If a vote by written ballot is taken after such declaration, the results of the vote by a show of hands shall be of no effect, and the proposed resolution shall be decided by such written ballot. The demand for a written ballot may be withdrawn at any time before the same is conducted, in which event another member may then demand such written ballot. The demand for a written ballot shall not prevent the continuance of the meeting for the transaction of business other than the question on which the written ballot has been demanded.

(d) A declaration by the Chairman of the meeting that a resolution has been carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

29. Resolutions in Writing

A resolution in writing signed by all members of the Company then entitled to attend and vote at General Meetings or to which all such members have given their written consent (by letter, facsimile telecopier, telegram, telex or otherwise), or their oral consent by telephone (provided that a written summary thereof has been approved and signed by the Chairman of the Board of Directors of the Company) shall be deemed to have been unanimously adopted by a General Meeting duly convened and held.

30. Power to Adjourn

(a) The Chairman of a General Meeting at which a quorum is present may, with the consent of the holders of a majority of the voting power represented in person or by proxy and voting on the question of adjournment (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting as originally called.

(b) It shall not be necessary to give any notice of an adjournment, whether pursuant to Article 26(b) or Article 30(a), unless the meeting is adjourned for thirty (30) days or more in which event notice thereof shall be given in the manner required for the meeting as originally called.

31. Voting Power

Subject to the provisions of Article 32(a) and subject to any provision hereof conferring special rights as to voting, or restricting the right to vote, every member shall have one vote for each share held by him of record, on every resolution, without regard to whether the vote hereon is conducted by a show of hands, by written ballot or by any other means.

32. Voting Rights

(a) No member shall be entitled to vote at any General Meeting (or be counted as a part of the quorum thereat), unless all calls and other sums then payable by him in respect of his shares in the Company have been paid, but this Article shall not apply to separate General Meetings of the holders of a particular class of shares pursuant to Article 6(b).

(b) A company or other corporate body being a member of the Company may, by resolution of its directors or any other managing body thereof, authorize any person to be its representative at any meeting of the Company. Any person so authorized shall be entitled to exercise on behalf of such member all the power which the latter could have exercised if it were an individual shareholder. Upon the request of the Chairman of the meeting, written evidence of such authorization (in form acceptable to the Chairman) shall be delivered to him.

(c) Any member entitled to vote may vote either personally or by proxy (who need not be a member of the Company), or, if the member is a company or other corporate body, by a representative authorized pursuant to Article 32(b).

(d) If two or more persons are registered as joint holders of any share, the vote of the senior who tenders a vote, in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

PROXIES

33. Instrument of Appointment

(a) The instrument appointing a proxy shall be in writing and shall be substantially in the following form:

"I ______________________ of ____________________________________
(Name of Shareholder) (Address of Shareholder)
being a member of ____________________________ hereby appoint
(Name of the Company)
_________________________of _______________________________
(Name of Proxy) (Address of Proxy)
as my proxy to vote for me and on my behalf at the General Meeting of the Company to be held on the _____ day of ___________, 19__ and at any adjournment(s) thereof.

Signed this ______ day of ____________, 19__.

____
(Signature of Appointer)"

or in any usual or common form or in such other form as may be approved by the Board of Directors or required by applicable law. It shall be duly signed by the appointer or his duly authorized attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorized agent(s) or attorney(s).

(b) The instrument appointing a proxy (and the power of attorney or other authority, if any, under which such instrument has been signed) shall either be delivered to the Company (at its Registered Office, or at its principal place of business or at the offices of its registrar and/or transfer agent or at such place as the Board of Directors may specify) not less than twenty four (24) hours (or not less than forty eight (48) hours with respect to a meeting to be held outside of Israel) before the time fixed for the meeting at which the person named in the instrument proposes to vote, unless otherwise specified by the Board of Directors or required by applicable law.

34. Effect of Death of Appointor or Revocation of Appointment

A vote cast pursuant to an instrument appointing a proxy shall be valid notwithstanding the previous death of the appointing member (or of his attorney-in-fact, if any, who signed such instrument), or the revocation of the appointment or the transfer of the share in respect of which the vote is cast, provided no written intimation of such death, revocation or transfer shall have been received by the Company or by the Chairman of the meeting before such vote is cast and provided, further, that the appointing member, if present in person at said meeting, may revoke the appointment by means of a writing, oral notification to the Chairman, or otherwise; all of the above, unless otherwise specified by the Board of Directors or required by applicable law.

BOARD OF DIRECTORS

35. Powers of Board of Directors

(a) In General

The management of the business of the Company shall be vested in the Board of Directors, which may exercise all such powers and do all such acts and things as the Company is authorized to exercise and do, and are not hereby or by law required to be exercised or done by the Company in General Meeting. The authority conferred on the Board of Directors by this Article 35 shall be subject to the provisions of the Companies Law, of these Articles and any regulation or resolution consistent with these Articles adopted from time to time by the Company in General Meeting, provided, however, that no such regulation or resolution shall invalidate any prior act done by or pursuant to a decision of the Board of Directors which would have been valid if such regulation or resolution had not been adopted.

(b) Borrowing Power

The Board of Directors may from time to time, in its discretion, cause the Company to borrow or secure the payment of any sum or sums of money for the purposes of the Company, and may secure or provide for the repayment of such sum or sums in such manner, at such times and upon such terms and conditions in all respects as it thinks fit, and, in particular, by the issuance of bonds, perpetual or redeemable debentures, debenture stock, or any mortgages, charges, or other securities on the undertaking or the whole or any part of the property of the Company, both present and future, including its uncalled or called but unpaid capital for the time being.

(c) Reserves

The Board of Directors may, from time to time, set aside any amount(s) out of the profits of the Company as a reserve or reserves for any purpose(s) which the Board of Directors, in its absolute discretion, shall think fit, and may invest any sum so set aside in any manner and from time to time deal with and vary such investments, and dispose of all or any part thereof, and employ any such reserve or any part thereof in the business of the Company without being bound to keep the same separate from other assets of the Company, and may subdivide or redesignate any reserve or cancel the same or apply the funds therein for another purpose, all as the Board of Directors may from time to time think fit.

36. Exercise of Powers of Directors

(a) A meeting of the Board of Directors at which a quorum is present (in person, by means of a conference call or any other device allowing each director participating in such meeting to hear all the other directors participating in such meeting) shall be competent to exercise all the authorities, powers and discretions vested in or exercisable by the Board of Directors.

(b) A resolution proposed at any meeting of the Board of Directors shall be deemed adopted if approved by a majority of the Directors present when such resolution is put to a vote and voting thereon.

(c) A resolution in writing signed by all Directors then in office and lawfully entitled to vote thereon (as conclusively determined by the Chairman of the Audit Committee ["Va'adat Bikoret"], and in the absence of such determination - by the Chairman of the Board of Directors) or to which all such Directors have given their consent (by letter, telegram, telex, facsimile telecopier or otherwise), or their oral consent by telephone (provided that a written summary thereof has been approved and signed by the Chairman of the Board of Directors of the Company) shall be deemed to have been unanimously adopted by a meeting of the Board of Directors duly convened and held.

37. Delegation of Powers

(a) The Board of Directors may, subject to the provisions of the Companies Law, delegate any or all of its powers to committees, each consisting of two or more persons (all of whose members must be Directors), and it may from time to time revoke such delegation or alter the composition of any such committee. Any Committee so formed (in these Articles referred to as a "Committee of the Board of Directors"), shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such Committee of the Board of Directors shall, mutatis mutandis, be governed by the provisions herein contained for regulating the meetings of the Board of Directors, so far as not superseded by any regulations adopted by the Board of Directors under this Article. Unless otherwise expressly provided by the Board of Directors in delegating powers to a Committee of the Board of Directors, such Committee shall not be empowered to further delegate such powers.

(b) Without derogating from the provisions of Article 50, the Board of Directors may, subject to the provisions of the Companies Law, from time to time appoint a Secretary to the Company, as well as officers, agents, employees and independent contractors, as the Board of Directors may think fit, and may terminate the service of any such person. The Board of Directors may, subject to the provisions of the Companies Law, determine the powers and duties, as well as the salaries and emoluments, of all such persons, and may require security in such cases and in such amounts as it thinks fit.

(c) The Board of Directors may from time to time, by power of attorney or otherwise, appoint any person, company, firm or body of persons to be the attorney or attorneys of the Company at law or in fact for such purpose(s) and with such powers, authorities and discretions, and for such period and subject to such conditions, as it thinks fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

38. Number of Directors

The Board of Directors shall consist of up to 9 directors but no less than 5 directors unless otherwise determined by Shareholder Resolution of the Company.

39. Election and Removal of Directors

(a) If at any time, the Company shall be required to appoint independent or external directors such as a public director or directors of any other type as the may be required by law ("**External Directors**") such directors shall serve on the Board according to the number required by law. External Directors will be appointed and removed pursuant to and shall be governed by the relevant provisions of the law which applies to External Directors. If permitted by applicable law, External Directors will be appointed by the Board.

(b) The members of the Board of Directors shall be called Directors, and other than External Directors (who will be chosen and appointed, and whose term will expire, in accordance with applicable law), they shall be appointed in accordance with the provisions of this Article.

(c) The Directors (other than the External Directors) shall be appointed by the Annual General Meeting and will serve for a term ending on the date of the third Annual General Meeting following the General Meeting at which such Director was elected, unless earlier terminated in the event of such director's death, resignation or removal. .

(d) Directors (other than External Directors) appointed in the 2012 Annual General Meeting, in which shareholders approve the amendment of the Articles concerning the election and removal of directors (the "**2012 Meeting**"), shall be appointed for a term ending on the date of the third Annual General Meeting following the 2012 Meeting (the "**2015 Meeting**"). Directors appointed in any Annual General Meeting following the 2012 Meeting and prior to the 2015 Meeting, shall be appointed for a term ending on the date of the 2015 Meeting. From the 2015 Meeting and onwards, all directors (other than External Directors) shall be appointed together on the same Annual General meeting, subject to any earlier termination of service, which shall be filled with an appointment of a substitute director for the remainder of such three-year term.

(e) Subject to Section (g) below, a Director appointed by the Annual General Meeting shall commence serving at the conclusion of the Annual General Meeting in which he or she was appointed.

(f) Directors (other than External Directors) shall be elected at the Annual General Meeting by the vote of the holders of a majority of the voting power represented at such meeting in person or by proxy and voting on the election of Directors, and each Director shall serve, subject to Article 42 hereof, and according to the provisions of this Article 39. The shareholders shall be entitled to remove any Director(s) (other than external directors) from office prior to the lapse of its full term in office all subject to applicable law.

(g) Notwithstanding anything to the contrary herein, the term of a Director may commence at a later date than the date of the Shareholder Resolution electing such Director, if so specified in such Shareholder Resolution.

40. Qualification of Directors

No person shall be disqualified to serve as a Director by reason of his not holding shares in the Company or by reason of his having served as a Director in the past.

41. Continuing Directors in the Event of Vacancies

In the event of one or more vacancies in the Board of Directors, the continuing Directors may continue to act in every matter, and may temporarily fill any such vacancy until the next Annual General Meeting, provided, however, that if they number less than the minimum number provided for pursuant to Article 38 hereof, they may only act in an emergency, and may call a General Meeting of the Company for the purpose of electing Directors to fill any or all vacancies, so that at least a majority of the number of Directors provided for pursuant to Article 38 hereof are in office as a result of said meeting.

42. Vacation of Office

(a) The office of a Director shall be vacated, ipso facto, upon his death, or if he be found lunatic or become of unsound mind, or if he becomes bankrupt, or, if the Director is a company, upon its winding-up.

(b) The office of a Director shall be vacated by his written resignation. Such resignation shall become effective on the date fixed therein, or upon the delivery thereof to the Company, whichever is later.

43. Remuneration of Directors

No Director shall be paid any remuneration by the Company for his services as Director except as may be approved by the Company in accordance with applicable law, except for reimbursement of expenses incurred in relation to travelling to board meetings, and except for grant of options to acquire the Company's shares.

44. Conflict of Interests

Subject to the provisions of the Companies Law, the Company may enter into any contract or otherwise transact any business with any Director in which contract or business such Director has a personal interest, directly or indirectly; and may enter into any contract of otherwise transact any business with any third party in which contract or business a Director has a personal interest, directly or indirectly.

45. Alternate Directors

(a) A Director may, by written notice to the Company, appoint a natural person who is not a Director as an alternate for himself (in these Articles referred to as "Alternate Director"), remove such Alternate Director and appoint another Alternate Director in place of any Alternate Director appointed by him whose office has been vacated for any reason whatsoever. Unless the appointing Director, by the instrument appointing an Alternate Director or by written notice to the Company, limits such appointment to a specified period of time or restricts it to a specified meeting or action of the Board of Directors, or otherwise restricts its scope, the appointment shall be for an indefinite period, and for all purposes.

(b) Any notice given to the Company pursuant to Article 45(a) shall become effective on the date fixed therein, or upon the delivery thereof to the Company, whichever is later.

(c) An Alternate Director shall have all the rights and obligations of the Director who appointed him, provided, however, that he may not in turn appoint an alternate for himself (unless the instrument appointing him otherwise expressly provides), and provided further that an Alternate Director shall have no standing at any meeting of the Board of Directors or any committee thereof while the Director who appointed him is present.

(d) An Alternate Director shall alone be responsible for his own acts and defaults, and he shall not be deemed the agent of the Director(s) who appointed him.

(e) The office of an Alternate Director shall be vacated under the circumstances, *mutatis mutandis*, set forth in Article 42, and such office shall ipso facto be vacated if the Director who appointed such Alternate Director ceases to be a Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

46. Meetings

(a) The Board of Directors may meet and adjourn its meetings and otherwise regulate such meetings and proceedings as the Board of Directors think fit. Notice of the meetings of the Board of Directors shall be given to each Director at the last address that the Director provided to the Company, or via telephone, facsimile or e-mail message; provided, however, that the Board of Directors may convene without giving such prior notice to all or any of the Directors, in circumstances permitted under the Companies Law.

(b) The Chairman of the Board of Directors may, at any time, convene a meeting of the Board of Directors, provided that a notice shall be given to all other Directors a reasonable time prior to the time set for such meeting. Any Director who is not the Chairman of the Board of Directors, may at any time, and the Secretary, upon the request of such Director, shall, convene a meeting of the Board of Directors, provided a notice shall be given to all other Directors a reasonable time, but not less than four (4) days, prior to the time set for such meeting;. Subject to the terms of the Companies Law, and without derogating from provision of the last paragraph of Article 46(a) above), the failure to give notice to a Director in the manner required hereby may be waived.

47. Quorum

Until otherwise unanimously decided by the Board of Directors, a quorum at a meeting of the Board of Directors shall be constituted by the presence of a majority of the Directors then in office who are lawfully entitled to participate in the meeting (as conclusively determined by the Chairman of the Audit Committee and in the absence of such determination - by the Chairman of the Board of Directors), but shall not be less than two.

48. Chairman of the Board of Directors

The Board of Directors may from time to time elect one of its members to be the Chairman of the Board of Directors, remove such Chairman from office and appoint another in its place. The Chairman of the Board of Directors shall preside at every meeting of the Board of Directors, but if there is no such Chairman, or if at any meeting he is not present within fifteen (15) minutes of the time fixed for the meeting, or if he is unwilling to take the chair, the Directors present shall choose one of their number to be the chairman of such meeting.

49. Validity of Acts Despite Defects

Subject to the provisions of the Companies Law, all acts done bona fide at any meeting of the Board of Directors, or of a Committee of the Board of Directors, or by any person(s) acting as Director(s), shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of the participants in such meetings or any of them or any person(s) acting as aforesaid, or that they or any of them were disqualified, be as valid as if there were no such defect or disqualification.

GENERAL MANAGER

50. General Manager

The Board of Directors may from time to time appoint one or more persons, whether or not Directors, as General Manager(s) of the Company and may confer upon such person(s), and from time to time modify or revoke, such title(s) (including Managing Director, Director General or any similar or dissimilar title) and such duties and authorities of the Board of Directors as the Board of Directors may deem fit, subject to such limitations and restrictions as the Board of Directors may from time to time prescribe. Such appointment(s) may be either for a fixed term or without any limitation of time, and the Board of Directors may from time to time (subject to the provisions of the Companies Law and of any contract between any such person and the Company) fix his or their salaries and emoluments, remove or dismiss him or them from office and appoint another or others in his or their place or places.

MINUTES

51. Minutes

(a) Minutes of each General Meeting and of each meeting of the Board of Directors shall be recorded and duly entered in books provided for that purpose. Such minutes shall, in all events, set forth the names of the persons present at the meeting and all resolutions adopted thereat.

(b) Any minutes as aforesaid, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting, shall constitute prima facia evidence of the matters recorded therein.

DIVIDENDS

52. Declaration and Payment of Dividends

Subject to the provisions of the Companies Law, the Board of Directors may from time to time declare, and cause the Company to pay, such dividend as may appear to the Board of Directors to be justified. The Board of Directors shall determine, and may authorize, subject to applicable law, any of its directors and/or officers to determine, the time for payment of such dividends and the record date for determining the shareholders entitled thereto.

53. [Deleted]

54. Amount Payable by Way of Dividends

Subject to the rights of the holders of shares with special rights as to dividends, any dividend paid by the Company shall be allocated among the members entitled thereto in proportion to their respective holdings of the shares in respect of which such dividend is being paid.

55. Interest

No dividend shall carry interest as against the Company.

56. Payment in Specie

Upon the declaration of the Board of Directors, a dividend may be paid, wholly or partly, by the distribution of specific assets of the Company or by distribution of paid up shares, debentures or debenture stock of the Company or of any other companies, or in any one or more of such ways.

57. Capitalization of Profits, Reserves etc.

Upon the resolution of the Board of Directors, the Company -

(a) may cause any moneys, investments, or other assets forming part of the undivided profits of the Company, standing to the credit of a reserve fund, or to the credit of a reserve fund for the redemption of capital, or in the hands of the Company and available for dividends, or representing premiums received on the issuance of shares and standing to the credit of the share premium account, to be capitalized and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion, on the footing that they become entitled thereto as capital, or may cause any part of such capitalized fund to be applied on behalf of such shareholders in paying up in full, either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly, in payment, in full or in part, of the uncalled liability on any issued shares or debentures or debenture stock; and

(b) may cause such distribution or payment to be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

58. Implementation of Powers under Articles 56 and 57

For the purpose of giving full effect to any resolution under Articles 56 or 57, and without derogating from the provisions of Article 7(b) hereof, and subject to applicable law, the Board of Directors may settle any difficulty which may arise in regard to the distribution as it thinks expedient, and, in particular, may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed, or that fractions of less value than the nominal value of one share may be disregarded in order to adjust the rights of all parties, and may vest any such cash, shares, debentures, debenture stock or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board of Directors.

59. Deductions from Dividends

The Board of Directors may deduct from any dividend or other moneys payable to any member in respect of a share any and all sums of money then payable by him to the Company on account of calls or otherwise in respect of shares of the Company and/or on account of any other matter of transaction whatsoever.

60. Retention of Dividends

(a) The Board of Directors may retain any dividend or other moneys payable or property distributable in respect of a share on which the Company has a lien, and may apply the same in or toward satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

(b) The Board of Directors may retain any dividend or other moneys payable or property distributable in respect of a share in respect of which any person is, under Articles 21 or 22, entitled to become a member, or which any person is, under said Articles, entitled to transfer, until such person shall become a member in respect of such share or shall transfer the same.

61. Unclaimed Dividends

All unclaimed dividends or other moneys payable in respect of a share may be invested or otherwise made use of by the Board of Directors for the benefit of the Company until claimed. The payment by the Directors of any unclaimed dividend or such other moneys into a separate account shall not constitute the Company a trustee in respect thereof, and any dividend unclaimed after a period of seven (7) years from the date of declaration of such dividend, and any such other moneys unclaimed after a like period from the date the same were payable, shall be forfeited and shall revert to the Company, provided, however, that the Board of Directors may, at its discretion, cause the Company to pay any such dividend or such other moneys, or any part thereof, to a person who would have been entitled thereto had the same not reverted to the Company.

62. Mechanics of Payment

Any dividend or other moneys payable in cash in respect of a share may be paid by check or warrant sent through the post to, or left at, the registered address of the person entitled thereto or by transfer to a bank account specified by such person (or, if two or more persons are registered as joint holders of such share or are entitled jointly thereto in consequence of the death or bankruptcy of the holder or otherwise, to any one of such persons or to his bank account), or to such person and at such address as the person entitled thereto may by writing direct. Every such check or warrant shall be made payable to the order of the person to whom it is sent, or to such person as the person entitled thereto as aforesaid may direct, and payment of the check or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such check or warrant shall be sent at the risk of the person entitled to the money represented thereby.

63. Receipt from a Joint Holder

If two or more persons are registered as joint holders of any share, or are entitled jointly thereto in consequence of the death or bankruptcy of the holder or otherwise, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable in respect of such share.

ACCOUNTS

64. Books of Account

The Board of Directors shall cause accurate books of account to be kept in accordance with the provisions of the Companies Law and of any other applicable law. Such books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Board of Directors may think fit, and they shall always be open to inspection by all Directors. No member, not being a Director, shall have any right to inspect any account or book or other similar document of the Company, except as conferred by law or authorized by the Board of Directors or by a Shareholders Resolution.

65. Audit

At least once in every fiscal year the accounts of the Company shall be audited and the correctness of the profit and loss account and balance sheet certified by one or more duly qualified auditors.

66. Auditors

The appointment, authorities, rights and duties of the auditor(s) of the Company, shall be regulated by applicable law. The Audit Committee of the Company shall have the authority to fix, in its discretion, the remuneration of the auditor(s) for the auditing services.

BRANCH REGISTERS

67. Branch Registers

Subject to and in accordance with the provisions of the Companies Law and to all orders and regulations issued thereunder, the Company may cause branch registers to be kept in any place outside Israel as the Board of Directors may think fit, and, subject to all applicable requirements of law, the Board of Directors may from time to time adopt such rules and procedures as it may think fit in connection with the keeping of such branch registers.

RIGHTS OF SIGNATURE, STAMP AND SEAL

68. Rights of Signature, Stamp and Seal

(a) The Board of Directors shall be entitled to authorize any person or persons (who need not be Directors) to act and sign on behalf of the Company, and the acts and signature of such person(s) on behalf of the Company shall bind the Company insofar as such person(s) acted and signed within the scope of his or their authority.

(b) The Company shall have at least one official stamp.

(c) The Board of Directors may provide for a seal. If the Board of Directors so provides, it shall also provide for the safe custody thereof. Such seal shall not be used except by the authority of the Board of Directors and in the presence of the person(s) authorized to sign on behalf of the Company, who shall sign every instrument to which such seal is affixed.

NOTICES

69. Notices

(a) Any written notice or other document may be served by the Company upon any member either personally, or by facsimile transmission, or by sending it by prepaid mail (airmail or overnight air courier if sent to an address on a different continent from the place of mailing) addressed to such member at his address as described in the Register of Members or such other address as he may have designated in writing for the receipt of notices and other documents. Such designation may include a broker or other nominee holding shares at the instruction of the shareholder. Proof that an envelope containing a notice was properly addressed, stamped and mailed shall be conclusive evidence that notice was given. A declaration of an authorized person on behalf of the stock transfer agent of the Company or other distribution agent stating that a notice was mailed to a shareholder will suffice as proof of notice for purposes of this Article. Any written notice or other document may be served by any member upon the Company by tendering the same in person to the Secretary or the General Manager of the Company at the principal office of the Company, or by facsimile transmission, or by sending it by prepaid registered mail (airmail or overnight air courier if posted outside Israel) to the Company at its Registered Address. Any such notice or other document shall be deemed to have been served (i) in the case of mailing, two (2) business days after it has been posted (five (5) business days if sent internationally), or when actually received by the addressee if sooner than two days or five days, as the case may be, after it has been posted; (ii) in the case of overnight air courier, on the third business day following the day sent, with receipt confirmed by the courier, or when actually received by the addressee if sooner than three business days after it has been sent; (iii) in the case of personal delivery, on the date such notice was actually tendered in person to such member (or to the Secretary or the General Manager); (iv) in the case of facsimile transmission, on the date on which the sender receives automatic electronic confirmation by the recipient's facsimile machine that such notice was received by the addressee. If a notice is, in fact, received by the addressee, it shall be deemed to have been duly served, when received, notwithstanding that it was defectively addressed or failed, in some respect, to comply with the provisions of this Article 69(a).

(b) All notices to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such share.

(c) Any member whose address is not described in the Register of Members, and who shall not have designated in writing an address for the receipt of notices, shall not be entitled to receive any notice from the Company.

(d) Notwithstanding anything to the contrary herein: notice by the Company of a General Meeting which is published in two daily newspapers in the State of Israel, if at all, shall be deemed to have been duly given on the date of such publication to any member whose address as registered in the Register of Members (or as designated in writing for the receipt of notices and other documents) is located in the State of Israel.

Notwithstanding anything to the contrary herein: notice by the Company of a General Meeting which is published in one daily newspaper in the United States or in one international wire service shall be deemed to have been duly given on the date of such publication to any member whose address as registered in the Registrar of Members (or as designated in writing for the receipt of notices and other documents) is located outside the State of Israel.

(e) The mailing date, actual transmission or delivery date or publication date and the date of the General Meeting shall be counted as part of the days comprising any notice period.

INSURANCE AND INDEMNITY

70. Exculpation, Indemnity and Insurance

(a) For purposes of these Articles, the term "Office Holder" shall mean every Director and every officer of the Company, including, without limitation, each of the persons defined as "Nosei Misra" in the Companies Law.

(b) Subject to the provisions of the Companies Law, the Company may prospectively exculpate an Office Holder from all or some of the Office Holder's responsibility for damage resulting from the Office Holder's breach of the Office Holder's duty of care to the Company.

(c) Subject to the provisions of the Companies Law and the Securities Law, 5728-1968 (the "**Securities Law**"), the Company may indemnify an Office Holder in respect of an obligation or expense specified below imposed on or incurred by the Office Holder in respect of an act performed in his capacity as an Office Holder, as follows:

(i) a financial obligation imposed on him in favor of another person by a court judgment, including a compromise judgment or an arbitrator's award approved by court;

(ii) reasonable litigation expenses, including attorney's fees, incurred by the Office Holder as a result of an investigation or proceeding instituted against him by a competent authority which concluded without the filing of an indictment against him and without the imposition of any financial liability in lieu of criminal proceedings, or which concluded without the filing of an indictment against him but with the imposition of a financial liability in lieu of criminal proceedings concerning a criminal offense that does not require proof of criminal intent or in connection with a financial sanction (the phrases "proceeding concluded without the filing of an indictment" and "financial liability in lieu of criminal proceeding" shall have the meaning ascribed to such phrases in section 260(a)(1a) of the Companies Law); and

(iii) expenses, including reasonable litigation expenses and legal fees, incurred by an Office Holder in relation to a proceeding instituted against such Office Holder: (1) pursuant to the provisions of Chapter H'3 ("Imposition of Financial Sanctions by the Israeli Securities Authority") of the Securities Law, or (2) pursuant to the provisions of Chapter H'4 ("Imposition of Administrative Enforcement Measures by the Administrative Enforcement Committee") of the Securities Law, or (3) pursuant to the provisions of Chapter I'1 ("Arrangement for the Avoidance of taking or Cessation of Proceedings, subject to Conditions") of the Securities Law; and

(iv) reasonable litigation expenses, including attorneys' fees, expended by an Office Holder or charged to the Office Holder by a court, in a proceeding instituted against the Office Holder by the Company or on its behalf or by another person, or in a criminal charge from which the Office Holder was acquitted, or in a criminal proceeding in which the Office Holder was convicted of an offense that does not require proof of criminal intent; and

(v) Payment to an injured party, pursuant to section 52ND(a)(1)(a) of the Securities Law.

The Company may undertake to indemnify an Office Holder as aforesaid, (aa) prospectively, provided that, in respect of Article 70(c)(i), the undertaking is limited to events which in the opinion of the Board of Directors are foreseeable in light of the Company's actual operations when the undertaking to indemnify is given, and to an amount or criteria set by the Board of Directors as reasonable under the circumstances, and further provided that such events and amount or criteria are set forth in the undertaking to indemnify, and (bb) retroactively.

(d) (1) Subject to the provisions of the Companies Law, the Company may enter into a contract for the insurance of all or part of the liability of any Office Holder imposed on the Office Holder in respect of an act performed in his capacity as an Office Holder, in respect of each of the following:

(i) a breach of his duty of care to the Company or to another person;

(ii) a breach of his duty of loyalty to the Company, provided that the Office Holder acted in good faith and had reasonable cause to assume that such act would not prejudice the interests of the Company;

(iii) a financial obligation imposed on him in favor of another person.

(2) without derogating from the aforementioned, subject to the provision of the Companies Law and the Securities Law, the Company may also enter into a contract to insure an Office Holder, in respect of each of the following:

(i) expenses, including reasonable litigation expenses and legal fees, incurred by an Office Holder in relation to a proceeding instituted against such Office Holder: (1) pursuant to the provisions of Chapter H'3 ("Imposition of Financial Sanctions by the Israeli Securities Authority") of the Securities Law, or (2) pursuant to the provisions of Chapter H'4 ("Imposition of Administrative Enforcement Measures by the Administrative Enforcement Committee") of the Securities Law, or (3) pursuant to the provisions of Chapter I'1 ("Arrangement for the Avoidance of taking or Cessation of Proceedings, subject to Conditions") of the Securities Law; and

(ii) payment to an injured party, pursuant to section 52ND(a)(1)(a) of the Securities Law.

(e) The provisions of Articles 70(a), 70(b) and 70(c) above are not intended, and shall not be interpreted, to restrict the Company in any manner in respect of the procurement of insurance and/or in respect of indemnification (i) in connection with any person who is not an Office Holder, including, without limitation, any employee, agent, consultant or contractor of the Company who is not an Office Holder, and/or (ii) in connection with any Office Holder to the extent that such insurance and/or indemnification is not specifically prohibited under law; provided that the procurement of any such insurance and/or the provision of any such indemnification shall be approved by the Audit Committee of the Company.

WINDING UP

71. Winding Up

(a) A resolution adopted in a General Meeting approved by [75%] of the voting shares represented at such meeting in person or by proxy is required to approve the winding up of the Company.

(b) If the Company be wound up, then, subject to applicable law and to the rights of the holders of shares with special rights upon winding up, the assets of the Company available for distribution among the members shall be distributed to them in proportion to the nominal value of their respective holdings of the shares in respect of which such distribution is being made.

Exhibit 4.6

English Summary of the Hebrew Original

SUMMARY OF AMENDMENT NO. 2 TO THE CREDIT AGREEMENT DATED MARCH 14 AMENDED NOVEMBER 3RD 2013

Made and signed in Tel Aviv, April 29, 2014

On March 14, 2013 Ceragon Networks Ltd. entered into a credit agreement (the credit agreement together with its schedules and annexes shall be referred to herein as the "**Agreement**"). The parties to the Agreement are as follows: (i) the entities listed in Appendix 1 to the Credit Agreement in their function as lenders (the "**Lenders**"); (ii) Bank Hapoalim Ltd. in its capacity as the credit manager and in its capacity as the securities trustee; and (iii) Ceragon Networks Ltd. as the borrower (hereinafter: "the **Borrower**").

On November 3, 2013 the parties entered into the Amendment No. 1 to the Credit Agreement, (hereinafter the "**First Amendment**").

On April 29, 2014 the parties entered into the Amendment No. 2 to the Credit Agreement, (hereinafter the "**Amendment**").

The following is the summary of the material terms and conditions of the Amendment. The section numbers used herein correspond to the section numbers of the Amendment.

1. General

The preamble to this Amendment is an integral part hereof. To all the terms aforementioned and henceforth mentioned, the definition will be as given to them in the Credit Agreement, unless stated otherwise:

"**Ratio of Loan Facilities**"	The ratio between the amount of loan facility of each of the Lenders and the aggregate amount of all loan facilities of all Lenders, as specified in Appendix 1 in the relevant term.
"**Termination Date**"	October 1st 2014.
"**Effective Date**"	October 1st 2013.

This section also contains customary representations of the Borrower, including a representation that the Borrower has complied and is complying with all the provisions of the Agreement; that the Borrower has full power and authority to enter into the Amendment; that certain representations and warranties as detailed in the Agreement are true and correct as of the date of execution of this Amendment; that there will be no need for any further decision making or any further approvals; that the Amendment is part of the Credit Documents.

2. Decreasing the Loan Facilities

(a) Without prejudice to sections 18.8 and 18.9 of the Credit Agreement:

i. Commencing as of January 1, 2015, the loan facility will be reduced, by the amount of 5 (five) million USD, on a pro-rata basis, between the Lenders in accordance with their loan facilities, as of the date stated above;

ii. Commencing as of April 1, 2015, the loan facility will be reduced by an additional amount of 5 (five) million USD, on a pro-rata basis, between the Lenders in accordance with their loans facility, as of the date stated above, (the two reductions totaling to the sum of 10 (ten) million USD).

(b) With the decrease of the sum aforementioned the Credit Manager will act in order to amend Appendix 1 to the Credit Agreement and to its distribution among the Lenders and the Borrower. Also, with the decrease of the facilities, section 18.10 to the Credit Agreement will apply.

3. Financial Ratios

3.1 As of the Effective Date and until the Termination Date, Section 16.26 to the Credit Agreement will be amended so that the existing section will be deleted and shall be replaced with the following:

The Borrower undertakes to maintain, at all times, all of the following financial ratios –

(a) That the result of the division of (a) the equity by- (b) the balance sheet is equal to or greater than 0.28;

(b) Equity will not be less than 100 (hundred) million USD;

(c) Ratio of (a) net financial debt to (b) the working capital shall be equal to or smaller than 0.5;

(d) That the result of the division of: (a) the net financial debt, by- (b) the accounts receivables will be equal to or less than-

i. Starting from the Effective Date - 0.4

ii. Starting from October 1st, 2014 - 0.35;

(e) The level of total cash, cash equivalents and short term investments in marketable securities is of no less than 25 (twenty five) million USD, at all times;

(f) Sub-sections (c) and (d) above shall remain effective also following the Termination Date and until the date of review of the Borrower's conformance with the financial ratios in connection with the results of the 4th quarter of the year 2014 but not prior to 31.3.15.

3.2 As of the Effective Date and until the Termination Date, following section 16.26 to the Credit Agreement it will be written:

The Borrower undertakes to maintain, at all times, all of the following financial ratios –

(a) The EBITDA which is adjusted due to the second quarter of 2014 will not lessen from the sum of 3 (three) million USD;

If the Borrower does not comply with this financial ratio, then the date of the decrease of the loans' facilities will be brought forward, such that the loans' facilities will be decreased by 5 (five) million USD as of the date of the review of this financial ratio, instead of the decrease of loans' facilities as set forth in Section 2(a)(i) above;

(b) The EBITDA which is adjusted due to the third quarter of 2014 will not lessen from the sum of 3 (three) million USD;

If the Borrower does not comply with this financial ratio, then the date of the decrease of the loans' facilities as set forth in Section 2(a) above will be brought forward, such that the loans' facilities will be decreased by 5 (five) million USD as of the date of the review of this financial ratio, instead of the decrease of loans' facilities as set forth in Section 2(a)(i) above, or, in the event that the loans' facilities have been decreased in accordance with Section 3.2(a) above instead of the decrease of loans' facilities as set forth in Section 2(a)(ii) above;

(c) The EBITDA average adjusted with the second and third quarters of 2014 will not be less than the aggregate sum of 8 (eight) million USD.

The **"*Adjusted EBITDA*"** - means, (1) Operating Profit, plus (2) Depreciation, plus (3) Stock Based Compensation, plus (4) Amortization, plus (5) Restructuring, provided that with respect to the financial statements of the third quarter of the year 2014 and to the any period thereafter the value of the Restructuring shall not be taken into account for the purpose of calculating the Adjusted EBITDA; and all as reported under the Company's financial statements for the period ending on the referred date, respectively.

"Restructuring"- means, as reported under the Company's financial statements for the period ending on the referred date, respectively, provided that with respect to the financial statements of the second quarter of the year 2014, the maximum amount taken into account for the purpose of calculating the Financial Ratios will be 1.5 (one and a half) million USD.

4. INTEREST AND FEES

As of the Effective Date and until the Termination Date:

(A) Section 2 to the Credit Agreement will be amended so that the definition of the term "Spread" shall be erased and replaced with the following definition:

"[The] Spread" The rate of up to 3.3% (three percent and thirty hundredth percent).

(b) Section 28.2.1.1 to the Credit Agreement shall be amended so that the annual rate of 1.25% will be replaced with the annual rate of 1.4%.

(c) Section 28.2.3.1 to the Credit Agreement will be amended the annual rate of 0.5% will be replaced with the annual rate of 0.80%.

(d) Regarding the bank guarantees which will be executed by a Lender as of the Effective Date and until the Termination Date, section 28.2.4 to the Credit Agreement will be amended in the following manner:

(i) In section 28.2.4.1 instead of the aggregate sum of 1.25% will aggregate the sum of 1.85%.

(ii) In section 28.2.4.2 instead of the aggregate sum of 2.20% there will be the aggregate sum of 2.80%.

(e) The Borrower will pay to each Lender through the Credit Manager a one-time fee for the handling of the request for the Amendment.

(f) Any fee paid from the fees specified above will not be refunded to the Borrower.

5. <u>FURTHER UNDERTAKINGS</u>

As of the Effective Date and until the end of the term of the Credit Agreement section 2 of the Credit Agreement shall be amended so that the existing definition of **"Allowed Factoring Transaction**" shall be deleted and replaced with the following:

"***Allowed Factoring Transaction***" - A transaction (or a series of transactions) in which the Borrower and/or its held companies sold, converted, assigned or transferred in any way one of its rights in accounts receivables provided that in accordance with accepted accounting rules, the transaction is defined as a "true sale".

As of the Effective Date and until the end of the term of the Credit Agreement section 16.1.6 to the Credit Agreement will be amended so that the existing section will be deleted and replaced with the following:

(a) The Borrower and/or any of the held companies will not perform Allowed Factoring Transactions in the aggregate sum that exceeds, at any time, 40 (forty) million USD (hereinafter: "**the Allowed Factoring Sum**").

(b) The Borrower and/or any of the held companies will not make any Allowed Factoring Transactions in connection with selling any of their rights for accounts receivables that are not part of the Reliance Jio Infocomm Group, in the aggregate sum that exceeds, at any time, 20 (twenty) million USD from the Allowed Factoring Sum.

(c) The Borrower and/or any of the held companies will not perform any Factoring Transaction that is not a Allowed Factoring Transaction or any other transaction that is in its framework a right or any right will be sold, converted, assigned or transferred in any way for accounts receivables.

6. <u>TERMINATION OF THE AMENDMENT TERM</u>

All the amendments to the Agreement as detailed under the Amendment will be in effect from the Effective date until the Termination date. On the Termination Date the original version of the Credit Agreement (*i.e.*, as it was prior to the execution of the Amendment) shall automatically reapply, without requiring any action or procedure.

7. <u>RESERVATION OF RIGHTS</u>

(a) Unless otherwise expressly set forth under the Amendment the terms and obligations under the Amendment shall not derogate from any undertaking of the Borrower under the Credit Agreement and its ancillary documents.

(b) The Amendment cancels and replaces Amendment 1, and its instructions shall be deemed to apply as of the signing date of Amendment 1. Cancellation of Amendment 1 by this Amendment does not prejudice the instructions of sections 3.5 and 3.6 to Amendment 1.

Exhibit 4.7

English Summary of the Hebrew Original

SUMMARY OF AMENDMENT NO. 3 TO THE CREDIT AGREEMENT DATED MARCH 14TH 2013 AMENDED NOVEMBER 3RD 2013 AND APRIL 29TH 2014

Made and signed in Tel Aviv, March 31st 2015

On March 14, 2013 Ceragon Networks Ltd. entered into a credit agreement (the credit agreement together with its schedules and annexes shall be referred to herein as the "**Credit Agreement**"). The parties to the Agreement are as follows: (i) the entities listed in Appendix 1 to the Credit Agreement in their capacity as lenders (hereinafter the "**Lenders**"); (ii) Bank Hapoalim Ltd. in its capacity as the credit manager and in its capacity as the securities trustee (hereinafter "**Bank Hapoalim**"); and (iii) Ceragon Networks Ltd. as the borrower (hereinafter the "**Borrower**").

On November 3, 2013 the parties entered into the Amendment No. 1 to the Credit Agreement, (hereinafter the "**Amendment No. 1**").

On April 29, 2014 the parties entered into the Amendment No. 2 to the Credit Agreement, (hereinafter the "**Amendment No. 2**").

On March 31, 2015 the parties entered into the Amendment No. 3 to the Credit Agreement, (hereinafter the "**Amendment**").

The following is the summary of the material terms and conditions of the Amendment. The section numbers used herein correspond to the section numbers of the Amendment.

1. GENERAL

The preamble to the Amendment is an integral part hereof. To all the terms aforementioned and henceforth mentioned, the definition will be as given to them in the Credit Agreement, unless stated otherwise:

"**Ratio of Loan Facilities**"	The ratio between the amount of loan facility of each of the Lenders and the aggregate amount of all loan facilities of all Lenders, as specified in Appendix 1 in the relevant term.
"Termination Date"	June 30th 2016.
"Amendment No. 2 Termination Date"	October 1st 2014
"**Effective Date**"	January 1st 2015.
"Amendment No. 2 Effective Date"	October 1st 2013

This section also contains customary representations of the Borrower, including a representation that the Borrower has complied and is complying with all the provisions of the Agreement; that the Borrower has full power and authority to enter into the Amendment; that certain representations and warranties as detailed in the Agreement are true and correct as of the date of execution of the Amendment; that there will be no need for any further decision making or any further approvals; that the Amendment is part of the Credit Documents.

2. DECREASING THE LOAN FACILITIES

(a) Without prejudice to sections 18.8 and 18.9 of the Credit Agreement:

i. Commencing as of July 1, 2015, the amount of the loan facility will be reduced by the amount of 2.5 (two and a half) million USD, on a pro-rata basis, between the Lenders in accordance with the Ratio of Loan Facilities at that time;

ii. Commencing as of October 1, 2015, the amount of the loan facility will be reduced by an additional amount of 5 (five) million USD, on a pro-rata basis, between the Lenders in accordance with the Ratio of Loan Facilities at that time;

iii. Commencing as of January 1, 2016, the amount of the loan facility will be reduced by an additional amount of 4 (four) million USD, on a pro-rata basis, between the Lenders in accordance with the Ratio of Loan Facilities at that time;

iv. Commencing as of February 28, 2016, the amount of the loan facility will be reduced by an additional amount of 2 (two) million USD, (and overall in all 4 dates the amount of 13.5 (thirteen and a half) million USD) on a pro-rata basis, between the Lenders in accordance with the Ratio of Loan Facilities at that time, and the provisions of section 18.10 under the Credit Agreement will apply.

(b) Upon the decrease of the amount of the facilities of the loans in each of the aforementioned terms in section 2.1, the Credit Manager will act in order to amend Appendix 1 to the Credit Agreement and to distribute it among the Lenders and the Borrower.

3. <u>Financial Ratios</u>

3.1 As of October 1st. 2014 and until the Termination Date, section 2 of the Credit Agreement will be amended so to include the following definition:

"Tangible Equity" with respect to any date referred to, respectively – the equity less goodwill and intangible assets; all as reported in the Borrowers financial statements for the period ending on the date referred to.

3.2 As of October 1st. 2014 and until the Termination Date sections 16.26.1 and 16.26.2 of the Credit Agreement shall be amended so that they shall be deleted and replaced with the following:

(a) That the result of the division of (a) the Tangible Equity by- (b) the balance sheet less goodwill and intangible assets shall be equal to or greater than 0.27;

(b) The Tangible Equity will not be less than 85 (eighty five) million USD;

3.3 As of October 1st. 2014 and until the date of review of the Borrower's conformance with the financial ratios in connection with the results of the 4th quarter of the year 2014, but not prior to 31.3.15, sections 16.26.3 and 16.26.4 of the Credit Agreement shall be amended so that they shall be deleted and replaced with the following:

(a) That the result of the division of: (a) the net financial debt, by- (b) the working capital, shall be equal to or less than 0.5;

(b) That the result of the division of: (a) the net financial debt, by- (b) the customer balance, shall be equal to or less than 0.35;

3.4 As of the Effective Date and until the Termination Date, section 16.26.5 of the Credit Agreement shall be amended so that it shall be deleted and replaced with the following:

The total amount of financial assets shall be no less than:

a. Starting 1st July 2015- 18.5 (eighteen and a half) million USD;

b. Starting October 1st 2016- 15 (fifteen) million USD.

4. <u>INTEREST AND FEES</u>

4.1 As of the date of execution of the Amendment and until the Termination Date, section 2 to the Credit Agreement will be amended so that the definition of the term [the] "Spread" shall be deleted and replaced with the following definition:

"[the] Spread" Means the rate of up to 3.5% (three percent and fifty hundredth percent).

4.2 As of the Effective Date and until the Termination Date:

(i) Section 28.2.1.1 of the Credit Agreement shall be amended so that the annual rate of 1.25% will be replaced with the annual rate of 1.5%.

(ii) Section 28.2.3.1 of the Credit Agreement will be amended the annual rate of 0.5% will be replaced with the annual rate of 0.80%.

4.3 Regarding the bank guarantees which will be executed and/or extended and/or renewed by a Lender as of the Effective Date and until the Termination Date, including with respect to bank guarantees which were executed and/or extended and/or renewed by a Lender as of the Effective Date and until the Termination Date and were not expired or canceled before the date of execution of the Amendment, section 28.2.4 of the Credit Agreement will be amended in the following manner:

(i) In section 28.2.4.1 instead of "aggregate sum of 1.25%" will be: "aggregate sum of 1.85%";

(ii) In section 28.2.4.2 instead of "aggregate sum of 2.20% will be: "aggregate sum of 2.80%".

4.4 The Borrower will pay to Bank Hapoalim in its capacity as Credit Manager and to each Lender via the Credit Manager a one-time commission with respect to the handling of the request for the Amendment.

4.5 The Borrower will provide Bank Hapoalim with an irrevocable instruction (in advance) to transfer on the date of execution of this Agreement from the Borrower's the full balance of legal fees owed to Gornitzky & Co (the Lenders' legal advisors) as of the date of execution of the Amendment, in accordance with the invoices which were issued by them until that time and not yet paid. For the avoidance of doubt, is shall be clarified that the said transfer of payment is a precondition for the entry into force of the Amedmnet.

4.6 Payment of any of the commissions specified above will not be refunded to the Borrower.

5. FURTHER UNDERTAKINGS

As of the Effective Date and until the Final Repayment Date, section 2 of the Credit Agreement shall be amended so that the existing definition of **"Permitted Factoring Transaction**" shall be deleted and replaced with the following:

"Permitted Factoring Transaction"	A transaction (or a series of transactions) in which the Borrower and/or its held companies sold, converted, assigned or transferred in any way one of its rights for accounts receivables provided that in accordance with accepted accounting rules, the transaction is defined as a "true sale".

5.6 As of the Effective Date and until the Termination Date section 16.16 to the Credit Agreement will be amended so that the existing section will be deleted and replaced with in the following manner:

(a) The Borrower and/or any of the held companies will not perform Permitted Factoring Transactions in the aggregate sum that exceeds, at any time, 20 (twenty) million USD (hereinafter: "**the Allowed Factoring Sum**").

(b) The Borrower and/or any of the held companies will not be permitted to perform any Permitted Factoring Transactions in connection with selling of any of their rights for accounts receivables from clients which are part of the Reliance Jio Infocomm Group, in accordance with the transaction with the Reliance Jio Infocomm Group dated 17.6.2013, in the aggregate additional sum that exceeds, at any time, in total, 54 (fifty four) million USD. The Borrower and/or any of the Borrower's held companies shall have the right to perform other Permitted Factoring Transactions with the Reliance Jio Infocomm Group up to the Allowed Factoring Sum.

(c) The Borrower and/or any of the held companies will not perform any factoring transaction that is not a Permitted Factoring Transaction or any other transaction that in its framework any right for accounts receivables will be sold assigned or transferred in any way.

5.2 As of the Effective Date and until the Final Repayment Date, section 16.28.3 of the Credit Agreement shall be amended so that the existing section will be deleted and replaced with the following:

Along with the financial reports mentioned in section 16.28.1 and 16.28.2 above, the Borrower shall provide the Lenders (through the Manager) (a) an approval signed by the Borrower's CFO, which specifies the data and calculations with respect to the financial ratios for the date of the aforementioned financial statements, and (b) a report signed by the Borrower's CFO, which specifies the scope of the Permitted Factoring Transaction performed by the Borrower with respect to each client, and (c) an approval signed by the Borrower's CFO which confirms that the securities which were taken into account for the calculation of the financial assets, meet the definition of short term marketable securities, so as to with respect to the financial statements mentioned in section sub-section 16.28.1 (a), the Borrower shall attach to the approval signed by its CFO an approval signed by the Borrower's auditor which also confirms the aforementioned data and calculations.

5.3 With respect to the annual financial statements for the year 2014 in section 16.28.4 of the Credit Agreement, instead of 90 days, it will be 120 days.

6. EXTENSION OF THE FINAL REPAYMENT DATE

As of the Effective Date, section 2 of the Credit Agreement shall be amended so that the existing definition of the term "Final Repayment Date" shall be deleted and replaced with the following:

"Final Repayment Date" June 30th, 2016

7. TERMINATION OF THE AMENDMENT TERM

All the amendments to the Agreement as detailed under the Amendment will be in effect from the Effective date until the Termination date excluding as specifically mentioned in the Amendment.

8. <u>Reservation of Rights</u>

(a) Unless otherwise expressly set forth under the Amendment the terms and obligations under the Amendment shall not derogate from any undertaking of the Borrower under the Credit Agreement and its ancillary documents.

(b) The Amendment cancels and replaces Amendment No. 2. Notwithstanding the aforementioned, the cancellation of Amendment No.2 by this Amendment does not prejudice the provisions of sections 4.5 and 4.6 of Amendment No. 2.

Exhibit 4.8

Ceragon Networks Ltd.
Amended and Restated Share Option and RSU Plan

(as amended August 10, 2014)

A. NAME AND PURPOSE

1. **Name:** This plan, as amended from time to time, shall be known as the "Ceragon Networks Ltd. Amended and Restated Share Option and RSU Plan" (the "**Plan**").

2. **Purpose:** The purpose and intent of the Plan is to provide incentives to employees and directors, consultants and contractors of Ceragon Networks Ltd., a company incorporated under the laws of the State of Israel (the "Company"), or any subsidiary or affiliate thereof (where applicable in this Plan, the term "Company" shall include any subsidiary or affiliate of the Company), by providing them with opportunities to purchase Ordinary Shares, nominal value of 0.01 New Israeli Shekel each ("Shares") of the Company, pursuant to a plan approved by the Board of Directors of the Company (the "Board") which is designed to benefit from, and is made pursuant to, the provisions of either Section 102 or Section 3(9) of the Israeli Income Tax Ordinance [New Version] 1961 (the "Ordinance"), as applicable, and the rules and regulations promulgated thereunder.

B. GENERAL TERMS AND CONDITIONS OF THE PLAN

3. **Administration:**

3.1 The Board may appoint a Share Incentive Committee, which will consist of such number of Directors of the Company, as may be fixed from time to time by the Board. The Board shall appoint the members of the committee, may from time to time remove members from, or add members to, the Committee and shall fill vacancies in the Committee however caused. Subject to applicable law and at the Board's sole discretion, the Share Incentive Committee or other committee of the Board will administer the Plan. However, until the Board shall delegate administration to such committee, or if such delegation is not permitted by law, the Board will administer the Plan (the Share Incentive Committee or other committee of the Board or the Board, as applicable, shall hereinafter be referred to as the **"**Committee**"**).

3.2 The Committee shall select one of its members as its Chairman and shall hold its meetings at such times and places, as it shall determine. Actions taken by a majority of the members of the Committee, at a meeting at which a majority of its members is present, or acts reduced to, or approved in, writing by all members of the Committee, shall be the valid acts of the Committee. The Committee may appoint a Secretary, who shall keep records of its meetings and shall make such rules and regulations for the conduct of its business, as it shall deem advisable.

3.3 Subject to the general terms and conditions of this Plan and applicable law, the Committee shall have the full authority in its discretion, from time to time and at any time, to determine (i) the persons ("Grantees") to whom options to purchase Shares (the "Options") and/or restricted share units ("RSUs") shall be granted, (ii) the number of Shares subject to each Option or RSU, (iii) the time or times at which the same shall be granted, (iv) the schedule and conditions on which such Options or RSUs may be exercised and on which such Shares shall be paid for, and/or (v) any other matter which is necessary or desirable for, or incidental to, the administration of the Plan.

3.4 Subject to the general terms and conditions of the Plan and the Ordinance, the Committee shall have the full authority in its discretion, from time to time and at any time, to determine:

(a) with respect to the grant of 102 Options and/or 102 RSUs (as defined in Section 5.1(a)(i) below) - whether the Company shall elect the “Ordinary Income Route” under Section 102(b)(1) of the Ordinance (the “Ordinary Income Route”) or the “Capital Gains Route” under Section 102(b)(2) of the Ordinance (the “Capital Gains Route”) (each of the Ordinary Income Route or the Capital Gains Route - a “Taxation Route”) for the grant of 102 Options and/or 102 RSUs, and the identity of the trustee, subject to Board approval, who shall be granted such 102 Options and/or 102 RSUs in accordance with the provisions of this Plan and the then prevailing Taxation Route.

In the event the Committee determines that the Company shall elect one of the Taxation Routes for the grant of 102 Options and/or 102 RSUs, the Company shall be entitled to change such election only following the lapse of one year from the end of the tax year in which 102 Options and/or 102 RSUs are first granted under the then prevailing Taxation Route; and

(b) with respect to the grant of 3(9) Options and/or 3(9) RSUs (as defined in Section 5.1(a)(ii) below) - whether or not 3(9) Options and/or 3(9) RSUs shall be granted to a trustee in accordance with the terms and conditions of this Plan, and the identity of the trustee who shall be granted such 3(9) Options and/or 3(9) RSUs in accordance with the provisions of this Plan.

3.5 Notwithstanding the aforesaid, the Committee may, from time to time and at any time, grant 102 Options and/or 102 RSUs that will not subject to a Taxation Route, as detailed in Section 102(c) of the Ordinance (“102(c) Options” or "102(c) RSUs").

3.6 The Committee may, from time to time, adopt such rules and regulations for carrying out the Plan as it may deem necessary. No member of the Board or of the Committee shall be liable for any act or determination made in good faith with respect to the Plan or any Option and/or RSU granted thereunder.

3.7 The interpretation and construction by the Committee of any provision of the Plan or of any Option and/or RSU thereunder shall be final and conclusive and binding on all parties who have an interest in the Plan or any Option and/or RSU or Share issuance thereunder unless otherwise determined by the Board.

4. **Eligible Grantees:**

4.1 The Committee, at its discretion, may grant Options and/or RSUs to any employee, director, consultant or contractor of the Company. Anything in this Plan to the contrary notwithstanding, all grants of Options and/or RSUs to office holders shall be authorized and implemented only in accordance with the provisions of applicable law.

4.2 The grant of an Option and/or an RSU to a Grantee hereunder, shall neither entitle such Grantee to participate, nor disqualify him from participating, in any other grant of options and/or restricted share units pursuant to this Plan or any other share option plan of the Company.

5. **Grant of Options and/or RSUs, Issuance of Shares, Dividends and Shareholder Rights:**

5.1 Grant of Options and/or RSUs and Issuance of Shares.

(a) Subject to the provisions of the Ordinance and applicable law and except to the extent that Options and/or RSUs are granted to individuals not subject to the Ordinance,

(i) all grants of Options and/or RSUs to employees, directors and office holders of the Company, other than to a Controlling Shareholder of the Company (i.e., "Baal Shlita", as such term is defined in the Ordinance), shall be made only pursuant to the provisions of Section 102 of the Ordinance and the rules and regulations promulgated thereunder (respectively, “102 Options” and "102 RSUs"), or any other section of the Income Tax Ordinance that will be relevant for such issuance in the future; and

(ii) all grants of Options and/or RSUs to consultants, contractors or Controlling Shareholders of the Company shall be made only pursuant to the provisions of Section 3(9) of the Ordinance and the rules and regulations promulgated thereunder (respectively, “3(9) Options” and 3(9) RSUs), or any other section of the Ordinance that will be relevant for such issuance in the future.

(b) Subject to Sections 7.1 and 7.2 hereof, the effective date of the grant of an Option and/or an RSU (the “Date of Grant”) shall be the date the Committee resolves to grant such Option and/or an RSU or a later date specified by the Committee in its determination relating to the award of such Option and/or RSU. The Company shall promptly give the Grantee written notice (the “Notice of Grant”) of the grant of an Option and/or an RSU.

(c) Trust. In the event Options and/or an RSUs are granted under the Plan to a trustee designated by the Committee in accordance with the provisions of Section 3.4 hereof and, with respect to 102 Options and/or an 102 RSUs, approved by the Israeli Commissioner of Income Tax (the “Trustee”), the Trustee shall hold each such Option and/or RSU and the Shares issued upon exercise thereof in trust (the “Trust”) for the benefit of the Grantee in respect of whom such Option or an RSU was granted (the “Beneficial Grantee”).

In accordance with Section 102 of the Ordinance and the rules and regulations promulgated thereunder, the tax treatment of 102 Options and/or 102 RSUs (and any Shares received upon exercise of such Options and/or RSUs) in accordance with the Ordinary Income Route or Capital Gains Route, as applicable, shall be contingent upon the Trustee holding such 102 Options and/or 102 RSUs for a period (the “Trust Period”) of at least (i) one year from the date on which the 102 Options and/or 102 RSUs are granted and deposited with the Trustee, if the Company elects the Ordinary Income Route, or (ii) two years from the date on which the 102 Options and/or 102 RSUs are granted and deposited with the Trustee, if the Company elects the Capital Gains Route, or (iii) such other period as shall be approved by the Israeli Commissioner of Income Tax.

With respect to 102 Options and/or 102 RSUs granted to the Trustee, the following shall apply:

(i) A Grantee granted 102 Options and/or 102 RSUs shall not be entitled to sell the Shares received upon exercise thereof (the “Exercised Shares”) or to transfer such Exercised Shares (or such 102 Options and/or 102 RSUs) from the Trust prior to the lapse of the Trust Period;

(ii) Any and all rights issued in respect of the Exercised Shares, including bonus shares but excluding cash dividends (“Rights”), shall be issued to the Trustee and held thereby until the lapse of the Trust Period, and such Rights shall be subject to the Taxation Route which is applicable to such Exercised Shares.

Notwithstanding the aforesaid, Exercised Shares or Rights may be sold or transferred, and the Trustee may release such Exercised Shares (or 102 Options and/or 102 RSUs) or Rights from Trust, prior to the lapse of the Trust Period, provided however, that tax is paid or withheld in accordance with Section 102(b)(4) of the Ordinance and Section 7 of the 102 Rules.

All certificates representing Shares issued to the Trustee under the Plan shall be deposited with the Trustee, and shall be held by the Trustee until such time that such Shares are released from the Trust as herein provided.

(d) Subject to the terms hereof, at any time after the Options and/or RSUs have vested, with respect to any Options and/or RSUs or Shares the following shall apply:

(i) Upon the written request of any Beneficial Grantee, the Trustee shall authorize release from the Trust of the Options and/or RSUs granted, and/or the Shares issued, on behalf of such Beneficial Grantee, by executing and delivering to the Company such instrument(s) as the Company may require, giving due notice of such release to such Beneficial Grantee;

(ii) Alternatively, provided the Shares are listed on a stock exchange or admitted to trading on an electronic securities trading system (such as the Nasdaq Stock Market), upon the written instructions of the Beneficial Grantee to sell any Shares issued upon exercise of Options and/or RSUs, the Trustee or the Company's designee shall effect such sale in accordance with the Beneficial Grantee's instructions and shall transfer such Shares to the purchaser thereof concurrently with the receipt, or after having made suitable arrangements to secure the payment of the proceeds of the purchase price in such transaction. The Trustee or the Company's designee shall withhold from such proceeds the amounts of any and all taxes required to be paid in respect of such sale and the Trustee or the Company's designee shall remit the amount so withheld to the appropriate tax authorities and shall pay the balance thereof directly to the Beneficial Grantee, reporting to such Beneficial Grantee and to the Company the amount so withheld and paid to said tax authorities.

5.2 Guarantee. In the event a 102(c) Option and/or a 102(c) RSU is granted to a Grantee who is an employee at the time of such grant, if the Grantee's employment is terminated, for any reason, the Committee shall have the authority to instruct such Grantee to transfer his/her 102(c) Option and/or 102(c) RSU to a trustee who shall hold such 102(c) Option and/or 102(c) RSU, and the Exercised Shares received upon exercise thereof, in trust to guarantee the full payment of all taxes required to be paid in connection with any action involving such 102(c) Option and/or 102(c) RSU or the Exercised Shares.

5.3 Dividend. All Shares issued upon the exercise of Options or RSUs granted under the Plan shall entitle the Beneficial Grantee thereof to receive dividends with respect thereto. For so long as Shares issued to the Trustee on behalf of a Beneficial Grantee are held in the Trust, the dividends paid or distributed with respect thereto shall be remitted to the Trustee for the benefit of such Beneficial Grantee or if such dividends are paid in cash they shall be paid directly to such Beneficial Grantee, as shall be solely determined by the Committee prior to each such distribution or payment.

5.4 Shareholder Rights. The holder of an Option and/or an RSU shall have no shareholder rights with respect to the Shares subject to the Option and/or the RSU until such person shall have exercised the Option, paid the exercise price or until the RSU shall be exercised and the Grantee shall become the recordholder of the purchased Shares.

6. **Reserved Shares:** The Company has reserved sufficient authorized but unissued Shares for purposes of the Plan subject to adjustments as provided in Section 11 hereof. Notwithstanding the aforesaid, the Committee shall have full authority in its discretion to determine that the Company may issue, for the purposes of this Plan, previously issued Shares that are held by the Company, from time to time. All Shares under the Plan, in respect of which the right hereunder of a Grantee to purchase the same shall, for any reason, terminate, expire or otherwise cease to exist, shall again be available for grant through Options and/or RSUs under the Plan.

7. **Grant of Options and/or RSUs:**

7.1 The implementation of the Plan and the granting of any Option and/or RSU under the Plan shall be subject to the Company's procurement of all approvals and permits required by regulatory authorities having jurisdiction over the Plan, the Options and/or RSUs granted under it and the Shares issued pursuant to it.

7.2 Without derogating from the foregoing, the Committee in its discretion may, subject to the provisions of the Ordinance, award to Grantees Options and/or RSUs available under the Plan, provided however, that 102 Options and/or 102 RSUs granted under one of the Taxation Routes may be granted to the Trustee only following the fulfillment of any procedure required by the Ordinance or any rules or regulations promulgated thereunder.

7.3 The Notice of Grant shall state, *inter alia*, the number of Shares subject to each Option and/or RSU, the Vesting Period (as defined below), the dates when the Options and/or RSUs may be exercised or shall be automatically exercised, as the case may be, the exercise price, whether the Options and/or RSUs granted thereby are 102 Options and/or 102 RSUs (and under which Taxation Route the Options and/or RSUs are granted) or 3(9) Options and/or 3(9) RSUs, and such other terms and conditions as the Committee at its discretion may prescribe. Each Notice of Grant evidencing a 102 Option and/or a 102 RSU shall, in addition, be subject to the provisions of the Ordinance applicable to such options and/or RSUs.

The term "Vesting Period" of an Option and/or an RSU means, for the purpose of the Plan and its related instruments (a) the period between the date of grant and the date on which the holder of an Option may exercise the Option; or (b) the period between the date of grant and the date on which the RSU shall no longer be subject to forfeiture, as the case may be.

7.4 Validity of Options. Without derogating from the rights and powers of the Committee under Section 7.3 hereof, and without derogating from the provisions of Section 10 hereof, unless otherwise specified by the Committee and set forth in the Notice of Grant, the Options shall be valid for a term of ten (10) years. The schedule pursuant to which such Options shall vest, and the Grantee thereof shall be entitled to pay for and acquire the Shares, shall be determined by the Committee and set forth in the Notice of Grant.

7.5 Acceleration of Vesting. Anything herein to the contrary in this Plan notwithstanding, the Committee shall have full authority to determine any provisions regarding the acceleration of the Vesting Period of any Option and/or RSU or the cancellation of all or any portion of any outstanding restrictions with respect to any Option and/or RSU upon the occurrence of a Corporate Transaction, under a Double Trigger Mechanism (as such term is defined in Section 11.4 below), and to include such provisions in the Notice of Grant on such terms and conditions as the Committee shall deem appropriate.

8. **Exercise Price:**

8.1 The exercise price per Share subject to each Option shall be determined by the Committee in its sole and absolute discretion; provided, however, that such exercise price shall not be less than the par value of the Shares into which such Option is exercisable.

8.2. The exercise price per Share subject to each RSU shall be determined by the Committee in its sole and absolute discretion and shall be specified in the applicable RSU Notice of Grant; provided, however, that unless otherwise determined by the Committee (which determination shall not require shareholder approval unless so required in order to comply with Mandatory Law), the Exercise Price shall be no more than the underlying Share's nominal value. For the removal of any doubt, the Committee shall be authorized (without the need for shareholder approval unless so required in order to comply with Mandatory Law) to determine that the Exercise Price of an RSU is to be USD 0.00 (zero).

9. **Exercise of Options:**

9.1 Options shall be exercisable pursuant to the terms under which they were awarded and subject to the terms and conditions of the Plan.

9.2 The exercise of an Option shall be made by a written notice of exercise (the "Notice of Exercise") delivered by the Grantee (or, with respect to Options held in the Trust, by the Trustee upon receipt of written instructions from the Beneficial Grantee) to the Company or its designee at its principal executive office, specifying the number of Shares to be purchased and containing such other terms and conditions as the Committee shall prescribe from time to time.

9.3 Anything herein to the contrary notwithstanding, but without derogating from the provisions of Section 10 hereof, if any Option has not been exercised and the Shares subject thereto not paid for within ten (10) years after the Date of Grant (or any shorter period set forth in the Notice of Grant), such Option and the right to acquire such Shares shall terminate, all interests and rights of the Grantee in and to the same shall ipso facto expire, and, in the event that in connection therewith any Options are still held in the Trust as aforesaid, the Trust with respect thereto shall ipso facto expire, and the Shares subject to such Options shall again be available for grant through Options under the Plan, as provided for in Section 6 herein.

9.4 Each payment for Shares shall be in respect of a whole number of Shares, and shall be effected in cash or by a bank's check payable to the order of the Company, or such other method of payment acceptable to the Company.

9A. **Automatic Exercise of RSUs:**

Immediately upon the vesting of each RSU or on such other date as may be established by the Committee in the RSU Notice of Grant, such RSU shall, unless stated otherwise in the Notice of Grant, automatically be exercised for an Exercised Share of the Company, and, unless otherwise determined by the Board, the Grantee shall pay to the Company its nominal value as a precondition to any issuance of such Exercised Share, by means of set-off and deduction at source of the Exercise Price multiplied by the number of Exercised Shares, from any amount to which the Grantee may be entitled from the Company, including without limitation from any salary, fee, severance payment, etc. In the event that the Committee does not specify a date for the automatic exercise of an RSU, the date of the automatic exercise, if applicable, shall be the date the RSU vests.

However, the Company shall have the full authority in its discretion to determine at any time that the nominal value shall not be paid and that the Company shall capitalize applicable profits or take any other action to ensure that it meets any requirement of applicable law regarding issuance of shares for consideration that is lower than the nominal value of such Shares.

As soon as administratively practicable (which generally could be at least 10 business days) following the exercise date of any RSU, and without any notification by the Grantee if the exercise is automatic, the Company shall issue the underlying Exercised Share(s) to the Grantee.

10. **Termination of Employment or Relationship:**

10.1 Employees. In the event that a Grantee, who was an employee of the Company on the Date of Grant of any Options and/or RSUs to him or her, ceases, for any reason, to be employed by the Company all Options and/or RSUs theretofore granted to such Grantee when such Grantee was an employee of the Company shall terminate in accordance with this Section. As used in this Section, the term "Cessation of Employment" means the last working day for which the Grantee receives salary from the Company. Upon Cessation of Employment, all vesting of Options and/or RSUs shall cease and ,all Options and/or RSUs that have not vested shall immediately terminate, unless otherwise set forth in the Notice of Grant.

(a) Termination by Death or Disability. If the Grantee's Cessation of Employment is by reason of death or "Disability" (as hereinafter defined), such Options (to the extent vested at the Cessation of Employment) shall be exercisable by the Grantee or the Grantee's guardian, legal representative, estate or other person to whom the Grantee's rights are transferred by will or by laws of descent or distribution, at any time until twelve (12) months from the Cessation of Employment, and shall thereafter terminate (the "Special Grace Period").

For purposes hereof, "Disability" shall mean the inability to engage in any substantial gainful occupation for which the Grantee is suited by education, training or experience, by reason of any medically determinable physical or mental impairment which is expected to result in such person's death or to continue for a period of six (6) consecutive months or more.

(b) Termination for Cause. Subject to Subsection 10.1(c) below, in the case of Grantee's Termination for Cause (as defined below), all fully vested and unexercised Options and all unpaid shares purchased under the Plan shall terminate three (3) months from the Cessation of Employment, whether oral or written. The term "Termination For Cause" means the termination of employment of the Grantee under circumstances which do not entitle the employee to severance pay under applicable law.

(c) Termination for Serious Cause. Notwithstanding Subsection 10.1(b) above, if the Grantee's Cessation of Employment is due to (i) breach of the Grantee's duty of loyalty towards the Company, or (ii) breach of the Grantee's duty of care towards the Company, or (iii) the commission of any flagrant criminal offense by the Grantee, or (iv) the commission of any act of fraud, embezzlement or dishonesty towards the Company by the Grantee, or (v) any unauthorized use or disclosure by the Grantee of confidential information or trade secrets of the Company, or (vi) any other intentional misconduct by the Grantee (by act or omission) adversely affecting the business or affairs of the Company in a material manner, all the Options whether vested or not shall *ipso facto* expire immediately and be of no legal effect and all RSUs that have not yet been exercised, whether or not vested, shall immediately be forfeited.

(d) If the Grantee's Cessation of Employment is due to any reason other than those stated in Sections 10.1(a), 10.1(b) and 10.1(c) herein, such Options (to the extent vested at the Cessation of Employment) shall be exercisable at any time until fourteen (14) days after the Cessation of Employment, and shall thereafter terminate (the "General Grace Period"); provided, however, that (a) in the case of termination of the Grantee's employment either by the Company or by the Grantee under circumstances which entitle the employee to severance pay under applicable law, the grace period shall be three (3) months after Cessation of Employment and (b) in the case of voluntary termination of employment by the Grantee, the President of the Company shall have the discretion to extend the General Grace Period to three (3) months; and provided further, if the Grantee dies within such period, such Options (to the extent vested at the Cessation of Employment) shall be exercisable by the Grantee's legal representative, estate or other person to whom the Grantee's rights are transferred by will or by laws of descent or distribution at any time until six (6) months from the Cessation of Employment (the "Special Grace Period"), and shall thereafter terminate.

(e) Retirement. If a Grantee retires, he shall, subject to the approval of the Committee, continue to enjoy such rights, if any, under the Plan and on such terms and conditions, with such limitations and subject to such requirements as the Committee in its discretion may determine.

(f) Committee Determination. Whether the Cessation of Employment of a particular Grantee is by reason of "Disability" for the purposes of paragraph 10.1(a) hereof or by virtue of "retirement" for purposes of paragraph 10.1(e) hereof, or is a termination of employment other than by reason of such Disability or retirement, or is for reasons as set forth in paragraph 10.1(c) hereof, shall be finally and conclusively determined by the Committee in its absolute discretion.

10.2 Directors, Advisory Board Members, Consultants and Contractors. Upon the "Termination of Relationship" with the Company (as defined below) of a Grantee, who is a director, Advisory Board Member, consultant or contractor of the Company, all Options and/or RSUs granted to such Grantees shall terminate in accordance with this Section 10.2. Upon Termination of Relationship, all vesting of Options and/or RSUs shall cease and, all Options and/or RSUs that have not vested shall immediately terminate, unless otherwise set forth in the Notice of Grant.

10.2.1 For the purposes of this Section 10.2, the term "Termination of Relationship" shall have the following meanings, as appropriate, based upon the type of Grantee:

(a) Directors. With respect to Company directors, the Termination of Relationship shall occur immediately following the Board's acceptance of a letter of resignation of a Grantee; or upon the date of the Board's resolution terminating the director term of a Grantee; or immediately following the annual general meeting of the shareholders at which such director is not reelected, as the case may be;

(b) Consultants and Contractors. With respect to consultants and contractors, the Termination of Relationship shall occur upon the expiration of the relevant agreement or on the date on which the consulting or contractor agreement between such consultant or contractor and the Company expires, or the date on which either of the parties to such agreement sends the other notice of its intention to terminate such agreement; and

(c) Advisory Board Members. With respect to Company Advisory Board Members, the Termination of Relationship shall occur immediately following the Board's acceptance of a letter of resignation of a Grantee; or upon the date of the Board's resolution terminating the Advisory Board term of a Grantee; or upon the expiration of the Advisory Board term (if not renewed by the Board) of such Grantee.

10.2.2 Upon the Termination of Relationship, all fully vested and unexercised Options and all unpaid Shares purchased under the Plan shall terminate following a grace period of six (6) months from the Termination of the Relationship for Grantees described in subsection 10.2.1 (a) and (c) above (the "Special Grace Period"); and following a grace period of three (3) months from the Termination of the Relationship for Grantees described in subsection 10.2.1 (b) (the "General Grace Period").

10.2.3 Notwithstanding the provisions of Section 10.2.2, regarding Options granted to directors as of the approval of this Section 10.2.3 by the shareholders of the Company, upon the Termination of Relationship for directors, all fully vested and unexercised Options and all unpaid Shares purchased under the Plan shall terminate following a grace period of eighteen (18) months from the Termination of Relationship.

10.3 Blackout Periods.

10.3.1 In the event that a General Grace Period or Special Grace Period as referenced above in Sections 10.1 and 10.2 (referred to collectively in this Section 10.3 as a "Grace Period") begin following the commencement of any Company trading blackout period pursuant to the Company's Insider Trading Policy (referred to as a "Blackout Period") such Grace Period shall be extended automatically and shall conclude 14 days or three months, as the case may be, following the end of any such Blackout Period in accordance with this Section.

10.3.2 In the event that a Blackout Period begins following the commencement of a Grace Period, then such Grace Period shall be extended automatically and shall conclude in the number of days following the end of the Blackout Period that remain in the Grace Period after commencement of the Blackout Period. For example, if the Blackout Period begins three (3) calendar days after the commencement of a Grace Period, then following the end of the Blackout Period, there shall be eleven (11) calendar days or three months minus three days, as the case may be, left of such Grace Period.

10.4 Notwithstanding the foregoing provisions of this Section 10, the Committee shall have the discretion, exercisable either at the time an Option is granted or thereafter, to:

(a) extend a Grace Period to such greater period of time as the Committee shall deem appropriate, but in no event beyond the specified expiration of the term of the Option;

(b) permit the Option to be exercised, during the Grace Period, not only with respect to the number of Shares for which such Option is exercisable at the Date of Cessation but also with respect to one or more additional installments in which the Grantee would have vested under the Option had the Grantee continued in the employ or service of the Company.

11. **Adjustments, Liquidation and Corporate Transaction:**

11.1 Definitions:

"Corporate Transaction**"** means the occurrence, in a single transaction or in a series of related transactions, of any one or more of the following events:

(i) a sale or other disposition of all or substantially all, as determined by the Board in its discretion, of the consolidated assets of the Company and its subsidiaries;

(ii) a sale or other disposition of at least eighty percent (80%) of the outstanding securities of the Company;

(iii) a merger, consolidation or similar transaction of the Company in which the shares of common stock of the Company outstanding immediately preceding the merger, consolidation or similar transaction are converted or exchanged by virtue of the merger, consolidation or similar transaction into other property, whether in the form of securities, cash or otherwise.

11.2 Adjustments. Subject to any required action by the shareholders of the Company, the number of Shares subject to each outstanding Option or RSU, and the number of Shares which have been authorized for issuance under the Plan but as to which no Options or RSUs have yet been granted or which have been returned to the Plan upon cancellation or expiration of an Option or RSU, as well as the price per share of Shares subject to each such outstanding Option or RSU, shall be proportionately adjusted for any increase or decrease in the number of issued Shares resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Shares or the payment of a stock dividend (bonus shares) with respect to the Shares or any other increase or decrease in the number of issued Shares effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration." Such adjustment shall be made by the Committee, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of any class, or securities convertible into shares of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of Shares subject to an Option or an RSU.

11.3 Liquidation. Unless otherwise provided by the Board, in the event of the proposed dissolution or liquidation of the Company, all outstanding Options and/or RSUs will terminate immediately prior to the consummation of such proposed action. In such case, the Committee may declare that any Option and/or RSU shall terminate as of a date fixed by the Committee and give each Grantee the right to exercise his Option and/or RSU, including any Option and/or RSU which would not otherwise be exercisable.

11.4 Corporate Transaction.

(a) Upon a Corporate Transaction involving another corporation or a parent or subsidiary of such other corporation (each, a “Successor Entity”), then, immediately prior to the effective date of such Corporate Transaction, each Option and/or RSU shall, at the sole and absolute discretion of the Board, either:

(i) be substituted for an option and/or a restricted share unit to purchase securities of the Successor Entity (respectively, the “Successor Entity Option” and the "Successor Entity RSU") such that the Grantee may exercise the Successor Entity Option and/or Successor Entity RSU for such number and class of securities of the Successor Entity which would have been issuable to the Grantee in consummation of such Corporate Transaction, had the Option and/or RSU been exercised immediately prior to the effective date of such Corporate Transaction; or

(ii) be assumed by the Successor Entity such that the Grantee may exercise the Option and/or RSU for such number and class of securities of the Successor Entity which would have been issuable to the Grantee in consummation of such Corporate Transaction, had the Option and/or RSU been exercised immediately prior to the effective date of such Corporate Transaction; or

(iii) automatically vest in full so that the Option and/or the RSU shall, immediately prior to the effective date of the Corporate Transaction, or under a Double Trigger Mechanism, become fully exercisable or fully exercised, as the case may be, for all of the Shares at that time subject to the Option or the RSU and may be exercised for any or all of those Shares. "Double Trigger Mechanism" shall mean that following a Corporate Transaction, and during a one (1) year period starting from completion of the Corporate Transaction (i) the Grantee's employment with the Company (or the surviving entity following merger) is terminated not for Cause or for Serious Cause; or (ii) there is a change in the Grantee's position in the Company (or the surviving entity following merger) and the Granteee is not offered to continue to be employed in a comparable or more senior position and/or on comparable or more favorable terms.

In the event of a clause (i) or clause (ii) action, appropriate adjustments shall be made to the exercise price per Share to reflect such action.

Immediately following the consummation of the Corporate Transaction, all outstanding Options and/or RSUs shall terminate and cease to be outstanding, except to the extent assumed by the Successor Entity.

(b) Notwithstanding the foregoing, the Committee shall have full authority and sole discretion to determine that any of the provisions of Sections 11.4(a)(i), 11.4(a)(ii) or 11.4(a)(iii) above shall apply in the event of a Corporate Transaction in which the consideration received by the shareholders of the Company is not solely comprised of securities of the Successor Entity, or in which such consideration is solely cash or assets other than securities of the Successor Entity.

11.5 Sale. In the event that all or substantially all of the issued and outstanding share capital of the Company is to be sold (the "Sale"), each Grantee shall be obligated to participate in the Sale and sell his or her Shares and/or Options and/or RSUs in the Company, provided, however, that each such Share or Option or RSU shall be sold at a price equal to that of any other Share sold under the Sale (minus the applicable exercise price), while accounting for changes in such price due to the respective terms of any such Option or RSU , and subject to the absolute discretion of the Board.

11.6 The grant of Options and/or RSUs under the Plan shall in no way affect the right of the Company to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

12. **Limitations on Transfer:**

12.1 No Option and/or RSU shall be assignable or transferable by the Grantee to whom granted otherwise than by will or the laws of descent and distribution, and an Option and/or an RSU may be exercised during the lifetime of the Grantee only by such Grantee or by such Grantee's guardian or legal representative. The terms of such Option or RSU shall be binding upon the beneficiaries, executors, administrators, heirs and successors of such Grantee.

12.2 Following the issuance of the Exercised Shares by virtue of the vested Options or the vested RSUs, as the case may be, the Exercised Shares shall be transferable; provided, however, that the transfer of Exercised Shares by the Grantee may be subject to applicable securities laws and regulations, lock-up periods, market stand-off provisions, and such other conditions and restrictions as may be included in the Company's Articles, the Plan, any applicable Sub-Plan, the applicable Notice of Grant, and/or any conditions and restrictions included in the Company's Insider Trading Policy, all as determined by the Board in its discretion. Upon request by the Company, a Grantee shall execute any agreement or document evidencing such transfer restrictions prior to the receipt of Exercised Shares hereunder.

13. **Term and Amendment of the Plan:**

13.1 The Plan shall terminate upon the earliest of (i) the expiration of the ten (10)-year period measured from the date the Plan was adopted by the Board, or (ii) the termination of all outstanding Options and/or RSUs in connection with a Corporate Transaction. All Options and/or RSUs outstanding at the time of a clause (i) termination event shall continue to have full force and effect in accordance with the provisions of the Plan and the documents evidencing such Options and/or RSUs.

13.2 Subject to applicable laws, the Board shall have complete and exclusive power and authority to amend or modify the Plan in any or all respects. However, no such amendment or modification shall adversely affect any rights and obligations with respect to Options or RSUs at the time outstanding under the Plan, unless the Grantee consents to such amendment or modification.

13.3 Without derogating from the foregoing, the Board in its discretion may, at any time and from time to time, without the approval of the shareholders of the Company, increase the amount of authorized but unissued Shares reserved for purposes of the Plan.

14. **Withholding and Tax Consequences:** The Company's obligation to deliver Shares upon the exercise of any Options and/or RSUs granted under the Plan shall be subject to the satisfaction of all applicable income tax and other compulsory payments withholding requirements. All tax consequences and obligations (of the Company or the Grantee) regarding any other compulsory payments arising from the grant or exercise of any Option and/or RSU, from the payment for, or the subsequent disposition of, Shares subject thereto or from any other event or act (of the Company or the Grantee) hereunder, shall be borne solely by the Grantee, and the Grantee shall indemnify the Company and/or the Trustee, as applicable, and hold them harmless against and from any and all liability for any such tax or other compulsory payment, or interest or penalty thereon, including without limitation, liabilities relating to the necessity to withhold, or to have withheld, any such tax or other compulsory payment from any payment made to the Grantee.

15. **Miscellaneous:**

15.1 Continuance of Employment. Neither the Plan nor the grant of an Option and/or an RSU thereunder shall impose any obligation on the Company to continue the employment or service of any Grantee. Nothing in the Plan or in any Option and/or RSUs granted thereunder shall confer upon any Grantee any right to continue in the employ or service of the Company for any period of specific duration, or interfere with or otherwise restrict in any way the right of the Company to terminate such employment or service at any time, for any reason, with or without cause.

15.2 Governing Law. The Plan and all instruments issued thereunder or in connection therewith, shall be governed by, and interpreted in accordance with, the laws of the State of Israel.

15.3 Use of Funds. Any proceeds received by the Company from the sale of Shares pursuant to the exercise of Options or RSUs granted under the Plan shall be used for general corporate purposes of the Company.

15.4 Multiple Agreements. The terms of each Option or RSU may differ from other Options or RSUs granted under the Plan at the same time, or at any other time. The Committee may also grant more than one Option or RSU to a given Grantee during the term of the Plan, either in addition to, or in substitution for, one or more Options and/or RSUs previously granted to that Grantee. The grant of multiple Options and/or RSUs may be evidenced by a single Notice of Grant or multiple Notices of Grant, as determined by the Committee.

15.5 Non-Exclusivity of the Plan. The adoption of the Plan by the Board shall not be construed as amending, modifying or rescinding any previously approved incentive arrangement or as creating any limitations on the power of the Board to adopt such other incentive arrangements as it may deem desirable, including, without limitation, the granting of stock options and/or restricted share units otherwise than under the Plan, and such arrangements may be either applicable generally or only in specific cases.

15.6 Government Regulations. This Plan, the grant and exercise of Options and/or RSUs hereunder, and the obligation of the Company to sell and deliver shares under such Options and/or RSUs, shall be subject to all applicable laws, rules, and regulations, whether of the State of Israel or of the United States or any other State having jurisdiction over the Company and the Grantee including the registration of the shares under the United States Securities Act of 1933, and to such approvals by any governmental agencies or national securities exchanges as may be required.

16. Treatment of Options under U.S. Tax Code:

Options granted under this Plan will be treated as "non-qualified" options under the United States Internal Revenue Code of 1986 (the "Code") unless the options are intended to be "incentive stock options" under Code Section 422 and both the Options and the Plan satisfy the following additional requirements:

16.1 Plan Requirements [for "incentive stock options"]:

(1) the maximum number of shares which may be issued under Options granted pursuant to the Plan is twenty million (20,000,000).

(2) the Plan must be approved by shareholders within 1 year of its adoption by the Board.

(3) the shareholders must either adopt or approve, within 1 year, all Board-adopted Plan amendments that materially increase the benefits accruing to participants with respect to ISOs, materially increase the maximum number of shares which may be issued pursuant to options granted under the Plan, change the minimum exercise price of shares, change the class of eligible persons, extend the period for which Options may be granted or exercised, or withdraw the authority of the Committee to administer the Plan.

16.2 "Incentive Stock Option" Requirements:

(1) incentive stock options ("ISOs") may be granted only to individuals who are Employees.

(2) the Notice of Grant must specify that the Options subject to the agreement are intended to be ISOs.

(3) the exercise price for each ISO must be no less than the fair market value of a share on the grant date (110% of the fair market value if the Grantee is a 10% or more shareholder of the Company).

(4) no ISO may be exercisable more than 10 years after the date of grant (no more than 5 years in the case of a 10% shareholder of the Company).

(5) no ISO may be granted to purchase Shares as to which the aggregate fair market value (determined as of the date of grant) of the stock which first becomes exercisable by the Grantee in any calendar year exceeds $100,000.

(6) except as modified above, the ISOs shall be granted subject to the other provisions of the Plan.

16.3 Holding Period Requirements of ISO Grantee:

(1) the Grantee must not dispose of the Shares acquired under the ISO agreement within 2 years from the Date of Grant nor within 1 year from the exercise date; and

(2) all times from the Date of Grant until the date which is 3 months (1 year in the case of exercise following Disability or death) prior to the exercise date the Grantee must be an Employee of the Company.

If the foregoing holding periods are not satisfied or the foregoing Option or Plan requirements are not met, an Option initially designated as an IS0 shall nevertheless remain in full force and effect, but for U.S. tax purposes shall be treated as a non-qualified Option.

Exhibit 8.1

List of Significant Subsidiaries

Company	Place of Incorporation
Ceragon Networks, Inc.	New Jersey
Ceragon Networks AS	Norway
Ceragon America Latina Ltda.	Brazil
Ceragon Networks s.r.o.	Slovakia
Ceragon Networks (India) Private Limited	India

<u>Exhibit 10.1</u>

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-54356, 333-117849, 333-136633, 333-158983, 333-164064, 333-173480 and 333-187953) pertaining to the Ceragon Networks Ltd. ("Ceragon") Amended and Restated Share Option and RSU Plan of our reports dated April 3, 2014, with respect to the consolidated financial statements of Ceragon and the effectiveness of internal control over financial reporting of Ceragon, included in this Annual Report on Form 20-F for the year ended December 31, 2014.

/s/
KOST FORER GABBAY and KASIERER
A Member of Ernst & Young Global

Tel-Aviv, Israel
April 2, 2015

<u>Exhibit 12.1</u>

CERTIFICATION

I, Ira Palti, certify that:

1. I have reviewed this annual report on Form 20-F of Ceragon Networks Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 2, 2015

CERAGON NETWORKS LTD.

By: <u>/s/ Ira Palti</u>

Name: Ira Palti
Title: President and Chief Executive Officer

Exhibit 12.2

CERTIFICATION

I, Doron Arazi, certify that:

1. I have reviewed this annual report on Form 20-F of Ceragon Networks Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 2, 2015

CERAGON NETWORKS LTD.

By: /s/ Doron Arazi

Name: Doron Arazi
Title: Executive Vice President and Chief Financial Officer

Exhibit 13.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 20-F of Ceragon Networks Ltd. (the "Company") for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 2, 2015

By: /s/ Ira Palti

Name: Ira Palti
Title: President and Chief Executive Officer

By: /s/ Doron Arazi

Name: Doron Arazi
Title: Executive Vice President and Chief Financial Officer

A signed copy of this written statement required by Section 906 has been provided to Ceragon Networks Ltd. and will be retained by Ceragon Networks Ltd. and furnished to the Securities and Exchange Commission or its staff upon request.