

CERAGON NETWORKS LTD

Form 20-F/A

October 29, 2007

**Table of Contents**

As filed with the Securities and Exchange Commission on October 26, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 20-F/A  
(Amendment No. 1)**

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

**OR**

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

**For the fiscal year ended December 31, 2006**

**OR**

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

**OR**

**o 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)*

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

Ordinary Shares, Nominal Value NIS 0.01

(Title of each Class)

Nasdaq Global Market

(Name of Exchange on which Registered)

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: 27,436,090 Ordinary Shares, NIS 0.01 nominal value.

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

Yes o No þ

Edgar Filing: CERAGON NETWORKS LTD - Form 20-F/A

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 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 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

|  | Page |
|--|------|
| <u>PART I</u>  |      |
| <u>ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>                         | 3    |
| <u>ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</u>                                       | 3    |
| <u>ITEM 3. KEY INFORMATION</u>   | 3    |
| <u>ITEM 4. INFORMATION ON THE COMPANY</u>  | 25   |
| <u>ITEM 4A. UNRESOLVED STAFF COMMENTS</u>  | 46   |
| <u>ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>                                  | 47   |
| <u>ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>                                    | 63   |
| <u>ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>                             | 84   |
| <u>ITEM 8. FINANCIAL INFORMATION</u>   | 87   |
| <u>ITEM 9. THE OFFER AND LISTING</u>   | 89   |
| <u>ITEM 10. ADDITIONAL INFORMATION</u>   | 90   |
| <u>ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>                   | 100  |
| <u>ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>                       | 101  |
| <br><u>PART II</u>   |      |
| <u>ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>                              | 101  |
| <u>ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u> | 101  |
| <u>ITEM 15. CONTROLS AND PROCEDURES</u>  | 102  |
| <u>ITEM 16. [RESERVED]</u>   | 103  |
| <u>ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT</u>  | 103  |
| <u>ITEM 16B. CODE OF ETHICS</u>  | 104  |
| <u>ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>                                      | 104  |
| <u>ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u>                  | 104  |
| <u>ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>      | 105  |
| <br><u>PART III</u>  |      |
| <u>ITEM 17. FINANCIAL STATEMENTS</u>   | 106  |
| <u>ITEM 18. FINANCIAL STATEMENTS</u>   | 106  |
| <u>ITEM 19. EXHIBITS</u>   | 106  |
| <u>EX-12.1: CERTIFICATION</u>  |      |
| <u>EX-12.2: CERTIFICATION</u>  |      |
| <u>EX-13.1: CERTIFICATION</u>  |      |

---

**Table of Contents**

**EXPLANATORY NOTE**

This Form 20-F/A is being filed as Amendment No. 1 to our Annual Report on Form 20-F filed with the SEC on June 29, 2007 (the Original Filing ). The purpose of this Form 20-F/A is to amend and restate: (i) the information under the subheading Risk Factors in Item 3, Key Information , (ii) certain information under the subheadings History and Development of the Company , Business Overview and Property, Plants and Equipment in Item 4, Information on the Company , (iii) Item 5, Operating and Financial Review and Prospects in its entirety, (iv) the information under the subheading Board Practices in Item 6, Directors, Senior Management and Employees , (v) certain information under the subheading Related Party Transactions in Item 7, Major Shareholders and Related Party Transactions and (vi) Item 9, The Offer and Listing in its entirety, in order to conform the disclosures therein to disclosures contained in our Registration Statement on Form F-3 (File No. 333-146440), as amended, originally filed with the SEC on October 2, 2007 and provide certain other information and correct certain typographical errors throughout our Annual Report.

For the convenience of the reader, this Form 20-F/A sets forth the entire Original Filing and only amends and restates the Items described above. This Form 20-F/A does not change the other disclosures set forth in the Original Filing and, as except as expressly indicated herein, does not reflect the events occurring after, or provide information subsequent to, the original filing date of the Original Filing.

**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 ), 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

references to the SEC are to the United States Securities and Exchange Commission.

**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

**Table of Contents**

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 words, but are not the only way these statements are identified. These statements discuss future expectations, contain projections of results of operations or of financial condition or state other forward-looking information. When considering such forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this annual report. These 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 forward-looking statements as a result of various factors, including all the risks discussed in Risk Factors and elsewhere in this annual report.

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.

**Table of Contents**

**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 following table are derived from our consolidated financial statements, which were prepared in U.S. dollars and in accordance with United States Generally Accepted Accounting Principles ( U.S. GAAP ) and cover each of the years in the five-year period ended December 31, 2006. The selected consolidated financial data set forth below should be read in conjunction with Item 5 of this annual report entitled *Operating and Financial Review and Prospects* and our consolidated financial statements and the notes to those financial statements included elsewhere in this annual report.

**Table of Contents**

|   | <b>Year ended December 31,</b> |             |             |                           |             |
|---|--------------------------------|-------------|-------------|---------------------------|-------------|
|   | <b>2002</b>                    | <b>2003</b> | <b>2004</b> | <b>2005<sup>(1)</sup></b> | <b>2006</b> |
| <b>(In thousands, except share and per share data)</b>                |                                |             |             |                           |             |
| <b>Consolidated Statement of Operations Data:</b>                     |                                |             |             |                           |             |
| Revenues  | \$ 18,394                      | \$ 34,421   | \$ 54,831   | \$ 73,777                 | \$ 108,415  |
| Cost of revenues <sup>(2)(3)</sup>                                    | 13,005                         | 20,755      | 32,227      | 52,487                    | 80,776      |
| Gross profit (loss)   | 5,389                          | 13,666      | 22,604      | 21,290                    | 27,639      |
| Operating expenses:   |                                |             |             |                           |             |
| Research and development  | 10,101                         | 9,346       | 9,772       | 10,713                    | 13,336      |
| Less: grants and participants   | 1,870                          | 1,976       | 2,293       | 1,752                     | 1,543       |
| Research and development, net   | 8,231                          | 7,370       | 7,479       | 8,961                     | 11,793      |
| Selling and marketing   | 10,202                         | 9,967       | 11,841      | 13,629                    | 17,420      |
| General and administrative  | 2,761                          | 2,482       | 2,485       | 3,200                     | 5,217       |
| Restructuring and non-recurring income                                | 83                             | (704)       |             |                           |             |
| Total operating expenses  | 21,277                         | 19,115      | 21,805      | 25,790                    | 34,430      |
| Operating profit (loss)   | (15,888)                       | (5,449)     | 799         | (4,500)                   | (6,791)     |
| Financing income, net   | 1,528                          | 1,159       | 674         | 607                       | 1,284       |
| Other financial expenses non-cash charge relating to puttable warrant |                                | (3,432)     |             |                           |             |
| Other income  |                                |             | 141         | 66                        | 47          |
| Net income (loss)   | (14,360)                       | (7,722)     | 1,614       | (3,827)                   | (5,460)     |
| Basic net earnings (loss) per share                                   | \$ (0.64)                      | \$ (0.33)   | \$ 0.06     | (0.15)                    | (0.20)      |
| Diluted net earnings (loss) per share                                 | \$ (0.64)                      | \$ (0.33)   | \$ 0.06     | (0.15)                    | (0.20)      |
| Weighted average number of shares used in                             | 22,375,939                     | 23,063,160  | 25,066,937  | 26,137,121                | 26,728,053  |



computing basic earnings  
(loss) per share

|   |            |            |            |            |            |
|---|------------|------------|------------|------------|------------|
| Weighted average number<br>of shares used in<br>computing diluted<br>earnings (loss) per share <sup>(4)</sup> | 22,375,939 | 23,063,160 | 28,069,844 | 26,137,121 | 26,728,053 |
|---|------------|------------|------------|------------|------------|

- (1) The amortization of deferred share compensation presented in previous years was reclassified in the relevant expense line.
- (2) In 2005, the amount includes \$7,082 related to a write-off of inventories and \$390 related to long-term receivables.
- (3) In 2006, the amount includes a one-time charge of \$10,444 related to an agreement with the Office of the Chief Scientist to terminate our grant program.
- (4) Except for 2004, all outstanding share options have been excluded from the calculation of diluted net loss per share because all these securities

are antidilutive  
for the periods  
presented.

**Table of Contents**

|   | Year ended December 31, |          |          |          |          |
|---|-------------------------|----------|----------|----------|----------|
|   | 2002                    | 2003     | 2004     | 2005     | 2006     |
|   | (In thousands)          |          |          |          |          |
| <b>Consolidated Balance Sheet</b>   |                         |          |          |          |          |
| <b>Data:</b>  |                         |          |          |          |          |
| Cash and cash equivalents, short and long term bank deposits, short and long term marketable securities | \$43,173                | \$39,046 | \$37,801 | \$33,022 | \$29,485 |
| Working capital   | 30,386                  | 30,481   | 38,827   | 34,871   | 47,268   |
| Total assets  | 61,640                  | 62,428   | 73,111   | 73,992   | 96,351   |
| Total long term liabilities   | 1,825                   | 2,451    | 2,986    | 3,424    | 12,277   |
| Shareholders equity   | 49,266                  | 48,683   | 52,187   | 49,189   | 47,561   |

**Risk Factors**

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 facing our company. 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 operation 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 a history of operating and net losses. We may not operate profitably in the future.***

We have incurred operating and net losses in every fiscal year from our inception, other than 2004, and we may incur losses in the future. For the years ended 2003, 2005 and 2006, we reported net losses of \$7.7 million, \$3.8 million and \$5.5 million, respectively. As of December 31, 2006, our accumulated deficit was \$133.7 million. We cannot assure you that we will operate profitably in the future. If we do not achieve or sustain our profitability, our share price could decline and the viability of our company will be in question.

***Global competition and current market conditions in India and other parts of Asia have resulted in downward pressure on the prices for our products, which could result in reduced revenues, gross margins and profitability.***

We operate in the wireless equipment market, which is characterized by vigorous, worldwide competition for market share and by rapid technological development. These factors have resulted in aggressive pricing practices and downward pricing pressures, as well as growing competition from both start-up companies and well-capitalized telecommunication systems providers. Moreover, competition for larger equipment orders is particularly intense since the number of large equipment orders in any year is limited. Consequently, we generally experience

**Table of Contents**

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.

Also, in recent years we have increased sales of our products in India and other parts of Asia in response to the rapid build-out of cellular networks in those regions. For the year ended December 31, 2006, 30% of our revenues were earned in the Asia/Pacific region. Sales of our products in these markets are generally at lower gross margins in comparison to other regions.

If we are unable to effectively respond to these pricing pressures, our revenues, gross margins and profitability could be materially reduced.

***We face intense competition from other wireless equipment providers. If we fail to compete effectively, our business, financial condition and results 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 in the wireless equipment market could result in reduced demand for our products, price reductions and reduced gross margins, any of which could seriously harm our business and results of operations. In the area of high-capacity circuit-switched wireless network solutions, our primary competitors include Harris Stratex Networks, Inc., L.M. Ericsson Telephone Company, NEC and NSN. In the area of IP-based wireless solutions, our primary competitors are Dragonwave, Inc. and Harris Stratex Networks, Inc. In addition to these primary competitors, a number of other communications equipment suppliers, including Alcatel-Lucent, Nera Networks AS, SIAE Microelettronica S.p.A. and ZTE Corporation, as well as other companies, offer or are developing products that compete with our products.

Some of our competitors are substantially larger than we are and have longer operating histories and greater financial, sales, marketing, distribution, technical, manufacturing and other resources than we have. Some also have greater name recognition and a larger customer base than we have. Many of our competitors have well-established relationships with our current and potential customers and have extensive knowledge of our target markets. As a result, our competitors may be able to respond more quickly to evolving industry standards and changes in customer requirements, or to devote greater resources to the development, promotion and sale of their products than we can.

Additionally, the telecommunications equipment industry has experienced significant consolidation among its participants, and we expect this trend to continue. In mid-2006, Nokia and Siemens formed a joint venture to merge the Networks Business Group of Nokia and the carrier-related operations of Siemens into NSN. NSN began operations in April 2007. Other examples are the recent mergers of Alcatel and Lucent and of 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 strategic acquisitions or establish cooperative relationships

**Table of Contents**

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.

***We face intense competition from other high-speed 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, leased copper 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.

Some of the disadvantages of high capacity, point-to-point wireless technologies that may make other technologies more appealing include:

*Extreme Weather Conditions:* wireless backhaul solutions may not operate optimally in certain extreme weather conditions, including severe rainfalls or hurricanes; and

*Line-of-Sight Limitations:* wireless backhaul solutions generally require a direct line-of-sight between antennas. Consequently, service providers often install these solutions on wireless antenna towers, rooftops of buildings and on other tall structures. As a result, service providers must generally secure roof or other property rights from the owners of each building or other structure on which our products are installed. This may delay deployment and increase the installation costs. Some base stations cannot be linked by line-of-sight solutions.

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 high-capacity point-to-point wireless transmission products, this reduction could have a materially adverse effect our business and results of operations.

***We are dependent upon sales of our FibeAir® family of products into a single 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. Our portfolio of products is known as FibeAir®. Nearly all of our revenues are generated from sales of our FibeAir® portfolio of products. We expect sales of our FibeAir® portfolio of products to continue to account for nearly all 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.

**Table of Contents**

***We sell a significant portion of our products through a small number of strategic relationships with OEMs at gross margins that are lower than the gross margins for our sales directly to customers, which lowers our overall gross margin. In addition, the loss of one or more of these key OEM relationships would result in a significant loss of revenues.***

We market and sell our products to customers increasingly through OEMs who integrate our solutions into their product offerings. We anticipate that sales to our three OEMs will constitute an increasing portion our business in the future. For the year ended December 31, 2006, sales to NSN, our largest OEM, represented approximately 17% of our revenues.

Our sales to our OEMs are made on the basis of purchase orders rather than long-term purchase commitments. Our relationships with our OEMs are generally governed by non-exclusive agreements that require us to competitively price our products, have no minimum sales commitments and do not prohibit our OEMs from offering products that compete with our solutions. The size of purchases by our OEMs typically fluctuates from quarter-to-quarter and year-to-year, and may continue to fluctuate in the future, which may affect our quarterly and annual results of operations.

Our OEM agreements typically have an initial term between one and five years and automatically renew for successive one year terms. Our agreement with NSN expires on November 1, 2008, unless terminated by either party upon a three months notice prior to such automatic renewal. Under certain customary circumstances, including failure to remedy a breach within 30 days of receiving written notice, either we or NSN may terminate the agreement. In addition, NSN has the right to terminate the agreement in the event we sell all or substantially all of our assets, merge or consolidate with a third party, or suffer a material change of ownership.

Some of our OEMs also possess significant resources and advanced technical capabilities and may, either independently or jointly with our competitors, develop and market products and related services that compete with our solutions. If either of these were to occur, our OEMs may discontinue marketing, distributing and supporting our solutions.

Furthermore, sales to our OEMs result in lower gross margins than sales directly to end-users through distributors and re-sellers and expose our business to a number of risks, each of which could result in a reduction in the revenues for our products. By selling our products to OEMs, we rely in part on the sales and marketing efforts of the OEMs, as well as on their post-sale support. These OEMs may decide to promote competing products or alternative technologies. If our OEMs fail to effectively market and support our products, or if we experience a loss or a substantial reduction in orders from these OEMs, or one of our OEMs terminates its relationship with us, our revenues may decline, and our business, financial condition, and results of operations would be materially adversely affected. ***We cannot assure you that we will be able to sustain our recent revenue growth rate which may reduce our share price.***

Our revenues have grown rapidly over the last several years. Our revenues for the years ended December 31, 2004, 2005 and 2006 were \$54.8 million, \$73.8 million, \$108.4 million,

**Table of Contents**

respectively. We cannot assure you that we will be able to sustain our recent growth rate in future periods. You should not rely on our revenue growth in any prior quarterly or annual period as an indication of our future revenue growth. If we are unable to maintain adequate revenue growth, our share price may decline. You must consider our business and prospects in light of the risks and difficulties we encounter as a rapidly growing technology company.

***We may face problems in managing the growth of our business.***

Our revenues have grown from \$54.8 million in 2004 to \$108.4 million in 2006.

The number of products manufactured by us through our contract manufacturers in these periods has grown at higher rates. If our growth continues at similar rates, we may face difficulties in managing such growth. Our success in handling rapid growth will depend on our ability to:

manufacture (through our contract manufacturers) and deliver our products to our customers in a timely manner;

develop efficient forecast methods for evaluating the prospective quantity of products that will be ordered by our customers;

control inventories of components ordered by our contract manufacturers required to meet actual demand;

streamline and automate processes in order to manufacture, ship and deliver on time larger quantities of equipment than in previous years;

reduce the costs of manufacturing our products;

balance the need to hire and train new employees with the need to minimize costs; and

maintain the capital resources needed to finance such growth.

If we are unable to manage our growth, we could lose sales or fail to manage costs associated with our sales, either of which would have a material adverse effect on our business and results of operations.

***Consolidation of our potential customer base could harm our business.***

The ongoing 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

**Table of Contents**

integrate their operations and could generally reduce our opportunities to win new customers to the extent that the number of potential customers decreases. Finally, as our customers become larger they may have more leverage to negotiate better pricing which 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.***

We outsource all of our manufacturing processes to a limited number of contract manufacturers that are located in Israel and the Philippines. We do not have long-term contracts with any of these contract manufacturers. We have experienced and may in the future experience delays in shipments from these contract manufacturers.

Our contract manufacturers 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 such licenses or re-design some of our products, either of which could increase our cost of revenues and cause product delivery delays. If we change manufacturers, during such a 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 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 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 and/or cancellation of orders for our products.



**Table of Contents**

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.

***Our ability to grow depends on acceptance by our customers of IP-based solutions and our ability to develop and introduce IP-based products.***

The market for IP-based backhaul equipment for mobile networks is just beginning to evolve, and we have not yet recorded any sales in this market. Our future success depends in part on the acceptance by customers of IP-based networks, IP-based or hybrid backhaul solutions and IP-based or hybrid products that we are developing. We cannot control third-party adoption of IP-based backhaul over competing backhaul solutions such as fiber optic lines. Moreover, our future success depends on our ability to design and manufacture IP-related products that satisfy our customers' evolving and changing needs for IP-based networks and for IP-based backhaul. If the IP-based backhaul for mobile networks market does not develop at the rate we expect as a result of alternative or changing technologies, changes in product standards and regulation, inability to gain customer acceptance or for any other reason, our future growth, business, financial condition, and results of operations may be materially adversely affected.

***The creation of NSN may lead to fewer purchases of our products by NSN, which would significantly reduce our revenues.***

In January 2006, we entered into an OEM Purchase and Distribution Agreement, which we refer to as the OEM Agreement, with Nokia Corporation. Under the OEM Agreement, Nokia agreed to include our products with its microwave radio product portfolio as Nokia PowerHopper Vario to provide complete wireless transmission networking solutions. During 2006, sales to Nokia accounted for 17% of our revenues. After the creation of NSN by Nokia and Siemens in mid-2006, Nokia assigned the OEM Agreement to NSN. Siemens has products and capabilities to develop products that compete with some of ours, and we cannot assure you that NSN will continue to make substantial purchases of our products under the OEM Agreement. These purchasing decisions can be made by NSN on a regional basis, product basis or customer basis. If NSN decides to promote Siemens' current or future products rather than ours, NSN could become a competitor of ours in addition to, or instead of, being a strategic partner, which could decrease our sales to NSN and significantly reduce our revenues.

***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.***

**Table of Contents**

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 on our ability to:

develop and market new products in a timely manner to keep pace with developments in technology;

meet evolving customer requirements;

enhance our current product offerings, including technological improvements which reduce the cost and manufacturing time; and

deliver products through appropriate distribution channels.

In addition, the wireless equipment industry is subject to evolving industry standards. The emergence or evolution of new industry standards for wireless products, through official standards committees or widespread use by operators, could require us to modify our products. Any such modifications may be expensive and time-consuming or we may not be able to meet them at all. If new industry standards emerge that we do not anticipate, our products could be rendered obsolete and we may be required to modify our products in ways that could increase our product costs and adversely affect our profitability.

We are continuously seeking to develop new products and enhance our existing products. Developing new products and product enhancements requires research and development resources and cooperation with subcontractors. 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.

***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. 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.

**Table of Contents**

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.

***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. In some instances, we participate in competitive bids in tenders issued by our customers. These tender processes can continue for many months before a decision is made by the customer. 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.

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

We sell a limited number of products on a OEM basis through relationships with a number of manufacturers. 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, turning them into competitors rather than partners. If any of these risks materialize, we may not be able to develop alternative sources for these OEM products, which may cause our revenues to decline.

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

Since 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.

**Table of Contents**

***Uncertainty and possible delays in deployment of advanced wireless and other networks could cause our revenues to be lower than expected.***

Our sales depend on the deployment of advanced wireless networks and other networks. Any delay by wireless service providers in their network deployment schedules could result in lower than expected revenues for us, since these delays would also delay purchasing decisions by the wireless providers.

***Due to the growing volume of our sales to developing countries, we are susceptible to a number of political and economic risks that could have a material adverse effect on our business, financial condition and results of operations.***

A majority of our sales are made in countries in Asia, Africa, Europe and the Middle East. For the year ended December 31, 2006, sales in these regions accounted for approximately 68% of our revenues. As a result, the occurrence of any international, political or economic events that adversely affects our business could result in significant revenue shortfalls. Any such revenue shortfalls could have a material adverse effect on our business, financial condition and results of operations. 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 regulatory requirements;

fluctuations in foreign currency exchange rates;

imposition of tariffs and other barriers and restrictions;

management and operation of an enterprise spread over various countries;

burden of complying with a variety of foreign laws;

general economic and geopolitical conditions, including inflation and trade relationships;

longer sales cycles;

difficulties in protecting intellectual property;

laws and business practices favoring local competitors;

demand for high-volume purchases with discounted prices;

payment delays and uncertainties; and

war and acts of terrorism.

**Table of Contents**

***We are increasingly engaged in supplying installation or turnkey projects for our customers which are subject to acceptance testing procedures. Any delay or failure in such acceptance tests would have a material adverse effect on our results of operations.***

As we continue to expand our geographic footprint, we are increasingly engaged in supplying installation and other services for our customers, often in developing nations. In this context, we may act as prime contractor and equipment supplier for network build-out projects, providing installation, supervision and testing 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 and title 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 refuse to pay 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.

***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 auctions or other regulatory selection. These governmental authorities may not allocate sufficient radio frequency spectrum for use by our products or we may not be successful in obtaining regulatory approval for our products from these authorities. 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.

**Table of Contents**

Other areas of regulation and governmental restrictions, including tariff on imports and technology controls on exports, could adversely affect our operations and financial results.

***Our products may not meet the new European governmental regulations, including environmental standards, required for their sale, which may negatively affect our sales.***

Our activities in Europe require that we comply with European Union Directives with respect to product quality assurance standards and environmental standards. On July 1, 2006, the new Restrictions of Hazardous Substances Directive took effect, a development which required us to modify certain of our products. In addition, the recently enacted Waste Electrical and Electronic Equipment Directive requires producers of electrical and electronic equipment to register in different European countries and to provide collection and recycling facilities for used products. If we fail to achieve and maintain compliance, we may be restricted from selling our products in the European Union, a development that could adversely affect our operating results.

***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.

***Part of our inventory may be written off, which would increase our cost of revenues. In addition, we may be exposed to inventory-related losses on inventories purchased by our contract manufacturers.***

In 2005, we wrote off excess inventory resulting from our decision to terminate a legacy product line, close our in-house production facilities and transfer production activities to our contract manufacturers. The result of the write-off in 2005 was a one-time charge to cost of revenues of approximately \$7.1 million. Inventory of raw materials, work in-process or finished products may accumulate in the future, and we may encounter losses due to a variety of factors including:

new generations of products replacing older ones, as was the case in 2005;

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; and

**Table of Contents**

changes in products because of technological advances and cost reduction measures.

Further, our inventory of finished products may accumulate as the result of cancellation of customer orders or our customers' refusal to confirm the acceptance of our products.

Our contract manufacturers are required to purchase inventory based on manufacturing projections we provide to them. If our actual orders from our customers are lower than these manufacturing projections, our contract manufacturers will have excess inventory of raw materials or finished products which we would be required to purchase.

In addition, we require our contract manufacturers from time to time to purchase more inventory than is immediately required, and 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 compensate our contract manufacturers.

If we are required to purchase excess inventory from our contract manufacturers or otherwise compensate our contract manufacturers for purchasing excess inventory, our business, financial condition, and results of operations could be materially adversely affected.

We also may purchase components or raw materials from time to time for use by our contract manufacturers in the manufacturing of our products. These purchases are based on our own manufacturing projections. If our actual orders are lower than these manufacturing projections, we may accumulate excess inventory which we may be required to write-off. If we are forced to write-off this inventory, our business, financial condition, results of operations could be materially adversely affected.

***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 in the United States and internationally. We currently rely upon a combination of trade secret, trademark and copyright laws, as well as contractual rights, to protect our intellectual property.

Until recently, we have not aggressively pursued patent protection and consequently, 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.

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

**Table of Contents**

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. NEC, another wireless equipment provider, has asserted that we have been using its intellectual property in certain of our products, and we are in discussions concerning NEC's allegation. We believe that our products do not infringe NEC's patents and that we have meritorious defenses if infringement is alleged. However, we are not able to estimate the outcome of the discussions with NEC, including whether there could be an adverse effect on our business. We may in the future be notified that we are infringing certain patent or other intellectual property rights of others. Any such litigation or claim, including any litigation or claim resulting from NEC's assertion, 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 areas. Competition for personnel in all of these areas is intense 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 is very 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.

***Our international operations expose us to the risk of fluctuation in currency exchange rates.***



**Table of Contents**

In 2006, we derived the majority of our revenues in U.S. dollars. Although almost all of our revenues were denominated in U.S. dollars, a significant portion of our expenses were denominated in New Israeli shekels, or NIS, and to a significantly lesser extent in euros. Our NIS-denominated expenses consist principally of salaries and related costs and related personnel expenses. We anticipate that a material portion of our expenses will continue to be denominated in NIS. If the U.S. dollar weakens against the NIS, there will be a negative impact on our profit margins. In addition, if we wish to maintain the dollar-denominated value of our products in non-U.S. markets, devaluation in the local currencies of our customers relative to the U.S. dollar could cause our customers to cancel or decrease orders or default on payment.

***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 the proceeds of share sales.***

We do not believe that during the year ended December 31, 2006 we were a passive foreign investment company, and based on our anticipated income, assets, activities and market capitalization, we do not expect to be classified as a PFIC for the year ending December 31, 2007. Foreign companies may be characterized as a passive foreign investment company for U.S. federal income tax purposes if for any taxable year 75% or more of such company's gross income is passive income, or at least 50% of the average value of all such company's assets are held for the production of, or produce, passive income. If we are characterized as a passive foreign investment company, our U.S. shareholders may suffer adverse tax consequences. These consequences may include 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 to the proceeds of share sales.

It is possible that the Internal Revenue Service will attempt to treat us as a PFIC for the taxable year ending December 31, 2007 or prior years. The tests for determining PFIC status are applied annually and it is difficult to make accurate predictions of future income and assets, which are relevant to this determination. Accordingly, there can be no assurance that we will not become a PFIC in 2007 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 annual report entitled "U.S. Federal Income Tax Considerations."

***Our operating results may vary significantly from quarter to quarter and these quarterly variations in operating results, as well as other factors, may contribute to the volatility of the market price of our shares.***

Our quarterly results are difficult to predict and may vary significantly from quarter to quarter. Most importantly, delays in product delivery or completion of a sale can cause our revenues and net income to fluctuate significantly from anticipated levels. Furthermore, we may temporarily reduce prices in response to competition or increase spending in order to pursue new market opportunities. Additionally, the following factors may also cause fluctuations in our quarterly results:

volume and timing of product orders received and delivered during the quarter;

**Table of Contents**

the ability of our contract manufacturers to manufacture products on time;

the timing of when our customers provide acceptance certificates in turnkey projects;

timing of new product introductions by us or our competitors;

changes in the mix of products sold by us;

cost and availability of components and subsystems;

adoption of new technologies and industry standards;

competitive factors, including pricing, availability and demand for competing products;

ability of our customers to obtain financing to enable their purchase of our products;

fluctuations in foreign currency exchange rates;

worldwide regulatory developments; and

general economic conditions in the United States and internationally.

The quarterly variation of our operating results, may, in turn, create volatility in the market price for our shares. 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:

announcements of technological innovations;

customer orders or new products or contracts;

competitors' positions in the market;

changes in financial estimates by securities analysts;

our earnings releases and the earnings releases of our competitors; and

the general state of the securities markets (with particular emphasis on the technology and Israeli sectors thereof).

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.

**Table of Contents**

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

As of March 31, Yehuda and Zohar Zisapel, who are brothers who do not have a voting agreement, beneficially owned, directly or through entities they control, an aggregate of 22.3% of our outstanding ordinary shares. As a result, these shareholders may influence the outcome of various actions that require shareholder approval.

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

The Israeli Companies Law, or the Companies Law, generally provides that a merger be approved by the board of directors and by a majority of shareholders, and has specific provisions for determining the majority of the shareholder vote. However, with respect to companies such as ours which were incorporated prior to the effectiveness of the Companies Law, shareholder approval of a merger must be obtained by at least 75% of the shares participating at the shareholders' meeting and voting thereon, not taking into account any abstentions. Shareholders may resolve to lower this super-majority requirement; however, such a resolution must be approved by at least a 75% majority. Moreover, the modification of our Memorandum of Association requires a 75% majority vote, and such a requirement may subject certain types of merger transactions or other business combinations to the same super-majority approval requirements. Additionally, upon the request of any creditor of a party to the proposed merger, a court may delay or prevent the merger if it concludes that there is a reasonable concern that, as a result of the merger, the surviving company will be unable to satisfy its obligations to creditors. Further, a merger generally may not be completed until the passage of certain time periods and 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 divided into two classes: Class I and Class II. A director will generally serve for a term ending on the date of the third annual general meeting following the annual general meeting at which such director was elected. This election mechanism 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, which could depress our share price. 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, a merger, which may include the acquisition of more than 25% of the share capital of our company, may be subject to approval by the Israeli Controller of Restrictive Trade Practices, who may impede or delay a merger in accordance with the Restrictive Trade Practices Law, 1988. Finally, we must comply with the requirements of the Israeli Law for the Encouragement of Industrial Research and Development of 1984 and regulations promulgated there under, which we refer to as the R&D Law, which may restrict our ability to consummate a merger or similar transaction.

**Risks Relating to Our Location in Israel**

**Table of Contents**

***Conditions in Israel may limit our ability to produce and sell our products. This could result in a decrease of our revenues.***

Our principal offices and research and development facilities, and the majority of our contract manufactures facilities are located in Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, as well as incidents of civil unrest. Consequently, political, economic and military conditions in Israel could directly affect our operations. We could be adversely affected by any major hostilities involving Israel, including acts of terrorism or any other hostilities involving or threatening Israel, the interruption or curtailment of trade between Israel and its trading partners, a significant increase in inflation or a significant downturn in the economic or financial condition of Israel. Since October 2000, there has been an increase in hostilities between Israel and the Palestinians, which has strained Israel's relationship with its Arab citizens, Arab countries and, to some extent, with other countries around the world. The election of representatives of the Hamas militant group to a majority of seats in the Palestinian Legislative Council in 2006 has created additional unrest and uncertainty in the region. Further, Israel was recently engaged in an armed conflict with Hezbollah, a Lebanese Islamist Shiite militia group, along Israel's northern border, which involved thousands of missile strikes and disrupted most day-to-day civilian activity in northern Israel. Any on-going or future violence between Israel and the Palestinians, armed conflicts, terrorist activities, tension along the Israeli-Lebanese or the Israeli-Syrian borders, or political instability in the region would likely disrupt international trading activities in Israel and may materially and negatively affect our and our major contract manufactures business conditions and could harm our results of operations.

Certain countries, as well as certain companies and organizations, 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. We are also precluded from marketing our products to certain of these countries due to U.S. and Israeli regulatory restrictions. In addition, such boycott, restrictive laws, policies or practices may change over time and we cannot predict which countries, as well as whether certain companies and organizations, will be subject thereto. The boycott, restrictive laws, policies or practices directed towards Israel or Israeli businesses could, individually or in the aggregate, have a material adverse affect on our business in the future.

Some of our executive officers and employees in Israel are, unless exempt, obligated to perform annual military reserve duty in the Israel Defense Forces, depending on their age and position in the army. Additionally, they may be called to active reserve duty at any time under emergency circumstances for extended periods of time. Our operations could be disrupted by the absence for a significant period of one or more of our executive officers or key employees due to military service, and any significant disruption in our operations could harm our business. We believe that we have operated effectively given these requirements since we began operations. Nevertheless, the full impact on our workforce or business if some of our executive officers and employees will be called upon to perform military service, especially in times of national emergency, is difficult to predict.

**Table of Contents**

We do not believe that the political and security situation in Israel has had any material impact on our business to date. However, we can give no assurance that it will not have such an effect in the future.

***Since 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 outside of Israel.***

We received grants from the Government of Israel through the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor, or the OCS, for the financing of a significant portion of our research and development expenditures in Israel through the end of 2006. We therefore must comply with the requirements of the R&D Law. Under the R&D Law, we cannot transfer technology developed with OCS grants, including by the sale of the technology, the grant of a license of such technology or the manufacture of a significant amount of our products that are based on such technology outside of Israel, unless we obtain the approval of an OCS committee. There is no assurance that we will receive such OCS approvals. Even if such OCS approvals are obtained, we may be required to pay additional royalties to the OCS or, in case of a transfer of the technology outside of Israel, a percentage of the consideration paid for such transfer equal to the ratio of the aggregate amount of OCS grants received by us and the aggregate amount of all cash investments made in our company, including the OCS grants. If we fail to comply with any of the requirements of the R&D Law and of those imposed by the OCS, we may be required to pay additional royalties to the OCS together with interest and penalties, and we may be subject to criminal charges. 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 December 2006, we entered into an agreement with the OCS to conclude our research and development grant programs sponsored by the OCS. Under the agreement, we are obligated to repay the OCS approximately \$11.9 million in outstanding grants, in six semiannual installments from 2007 through 2009. We are also required to report our sales to the OCS on a semi-annual basis until the obligation is fully paid. As part of each report, we are required to calculate the amount we would be obligated to pay to the OCS if we had paid a royalty of approximately 3% on all our sales for such period. If the resulting amount is greater than one-sixth of our \$11.9 million obligation to the OCS, we will be required to pay the excess amount at the time we provide our semi-annual revenue report to the OCS. However, any such payments will be credited against the last semi-annual payment to the OCS pursuant to our agreement so that our aggregate obligation to the OCS will not be increased. We entered into this agreement because we believe that accelerating the interest-bearing royalty payments to the OCS would reduce our aggregate interest payments relating to the repayment of the grants. The agreement with the OCS will impact our future results of operations in two respects: first, we will no longer receive additional grants from the OCS, which would have offset our research and development costs; second, we will no longer record expenses relating to royalty payments to the OCS. As a result of our agreement with the OCS, we recorded non-recurring expenses of \$10.4 million in 2006 as part of our cost of revenues. Our agreement with the OCS does not amend the terms of

**Table of Contents**

the OCS grants we received, and does not release us from continued compliance with the provisions of the R&D Law. ***The tax benefits to which we are currently entitled from our approved 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 Investment Center of the Ministry of Industry, Trade and Labor has granted approved enterprise status to investment programs at our facility in Tel Aviv. When we begin to generate taxable income from these approved 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 five to 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, or fail to get approval 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 non-approved enterprises and the rate of tax, if any, that we would otherwise pay as an approved enterprise, and the amount of any taxable income that we may earn in the future.

***The tax benefits available to approved 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 enterprise programs. Our approved program and the resulting tax benefits may not continue in the future at their current levels or at any level. 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.

***It may be difficult to enforce a U.S. judgment against us, and our officers and directors named in this annual report, 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 us and 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

**Table of Contents**

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 not given by a court that is not competent to do so under the rules of private international law applicable in Israel;

there has been due process;

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. The term "prejudice the sovereignty or security of the State of Israel" as used in the Israeli Law on Enforcement of Foreign Judgments has not been interpreted by Israeli courts. Furthermore, other authority under Israeli law with respect to such term is very limited, and does not provide guidance as to what criteria will be considered by an Israeli court in determining whether the enforcement of a foreign judgment would prejudice the sovereignty or security of the State of Israel.

**ITEM 4. INFORMATION ON THE COMPANY**

**A. History and Development of the Company**

## **Table of Contents**

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 August 22, 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 011-972-3-645-5733. Our world wide 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 and the telephone number is (201) 845-6955.

In the years ended December 31, 2006, 2005 and 2004, our capital expenditures were \$1.4 million, \$0.9 million and \$0.7 million, respectively, and were spent primarily on investment in information-technology systems, equipment for research and development, general computer software and hardware, production equipment and leasehold improvements. We have no current commitments for capital expenditures.

### **B. Business Overview**

We design, develop, manufacture and sell high-capacity, point-to-point wireless backhaul products. Our products are used primarily by cellular operators to transport voice and data traffic in the backhaul, the segment of the telecommunications network that connects base stations to switch locations on the core network. Our products are also used by other telecommunications service providers that operate wired or wireless networks and by organizations and enterprises that operate their own private networks based primarily on SDH/SONET and IP (Internet protocol) technologies.

Our sales and profits have grown steadily on a quarter-to-quarter basis for the past five years. For 2006, our revenues reached \$108.4 million, an increase of 47% compared to 2005, and for the first quarter of 2007 our revenues were \$33.9 million, an increase of 59% compared to the first quarter of 2006. Our growth is being driven by a number of factors, including the expansion of our primary target market (high-capacity cellular backhaul); the comprehensive range, robustness, scalability and flexibility of our product lines; the ongoing extension of our sales channels (especially through the addition of strategic OEM partners) and the expansion of our marketing and support resources. Recognizing the opportunity inherent in the market for high-capacity backhaul solutions, we are currently focusing the majority of our sales, marketing and R&D resources on this high-growth market segment.

Worldwide demand for high-capacity backhaul solutions has been growing due to a number of factors, including:

**Strong rises in the quantity of data traffic.** The rising uptake of data-intensive applications (video and music downloads, wireless Internet, etc.), together with a continuous rise in the number of global cellular subscribers, has significantly increased the load on backhaul capacity. For many cellular operators with existing networks (especially in developed regions), backhaul has become a traffic bottleneck that impacts



## **Table of Contents**

the performance of the entire network, necessitating an expansion of the backhaul segment to assure current and future service quality.

**Rapid build-out of new cellular networks in developing regions.** Demand for cellular voice and data services continues to grow in many developing regions (e.g. India, Asia-Pacific, Africa), many of which have little existing wireline telecommunications infrastructure. In these regions, end-to-end wireless networks have proven to be particularly desirable, as they are much quicker and more cost-effective to install than comparable wireline solutions.

With an extensive portfolio of high-capacity wireless backhaul products for both TDM (time division multiplexing) and IP platforms, Ceragon has become one of the industry's leading providers of complete backhaul solutions for cellular operators in all parts of the world. To date, our solutions are deployed by more than 150 service providers of all sizes, as well as in hundreds of private networks, in nearly 100 countries. Our systems provide high-speed, fiber-like transmission quality and can be deployed more rapidly and cost effectively than copper or fiber optic lines. They operate over multiple licensed and unlicensed frequency bands in the range of 2.4 to 80 GHz, but are most commonly deployed on licensed bands.

Our products are also used in a range of applications by other types of operators. For example, incumbent local exchange carriers (ILECs) and other telecom operators that operate wireline networks use our products as an extension to the existing fiber infrastructure within their high-capacity metropolitan ring and access networks, and fixed wireless operators (wireless ISPs and others) use our products for backhaul.

In addition, a variety of public organizations (e.g., municipalities, governments) and enterprises (e.g., corporations, hospitals) deploy our products for use in their own private telecommunications networks.

We sell our products to customers through a worldwide network of direct and indirect channels. Our direct sales force includes approximately 40 salespeople operating out of 17 sales and support offices, and we work closely with major system integrators and distributors in targeted regions. In addition, as of December 31, 2006, 25% of our sales were made on an original equipment manufacturer (OEM) basis to telecommunications equipment vendors, including Nokia Siemens Networks and others.

Based on our experience, the telecommunications equipment business is seasonal to the extent that sales or order intake in the first quarter of each calendar year are typically lower than in other quarters. Nevertheless, our historical results of operations do not reflect such seasonality.

### ***Industry Background: Market Trends***

***Wireless solutions as compared to other backhaul options:*** In meeting their backhaul needs, cellular operators can choose from a variety of infrastructure options, each that offer a mixture of advantages and disadvantages. Today, the most widely deployed options include leased telecom lines, fiber-optic lines and wireless links (singly or in combination). The operator's considerations in selecting the backhaul infrastructure include the desire for rapid

**Table of Contents**

service deployment, scalability and minimization of capital expenditure and operational expenses.

**Leased copper or fiber-optic lines** from ILECs have been readily available to cellular operators in many regions. However, their usage has been tied to the payment of an expensive monthly fee, and in some cases requires the cellular operator to become dependent upon a direct competitor. In addition, the leasing of copper lines saddles the cellular operator with an absolute capacity problem which limits their ability to scale to meet the network demands dictated by today's higher levels of voice and data traffic.

**Laying of new fiber-optic cable** is a reliable option that provides the operator with maximum bandwidth at low operating costs. However, the laying of new cables is a time-consuming and expensive process, and in many urban or geographically dispersed regions is very difficult to achieve.

**Wireless links:** High-capacity, carrier-grade wireless backhaul systems such as Ceragon's represent a scalable, quick-to-deploy solution at a reasonable capital cost. Once installed, they belong to the operator, releasing them from dependence on and cost of the lines of a competitor or a third party.

In general, the need for higher-capacity backhaul solutions has been growing rapidly for the past several years. This reflects a confluence of factors:

**A continuous rise in the number of mobile subscribers**, translating into an increase in the number of base stations and cell sites, which has in turn increased the need for backhaul transmission capacity. Demand for cellular voice services continues to grow strongly in emerging markets (rural areas and developing countries), while demand for more data-intensive 3G services is growing in many markets where voice coverage is already high.

**Growing demand for new higher-data services:** As demand grows for data-intensive services (mobile Internet, mobile TV, mobile gaming, downloadable music, MMS, video conferencing, etc.), backhaul capacity becomes a constraining factor, representing a costly bottleneck. To handle packetized voice and data services with existing TDM backhaul networks, some mobile operators must multiply the leased lines dedicated to each cell site, thereby eroding the profitability of their services. These considerations significantly enhance the business proposition of migration to a wireless and IP-optimized wireless backhaul solution.

**Migration to IP-based backhaul platforms:** Since circuit switched (TDM) networks were designed to handle voice traffic, they are not ideal for the transmission of data-intensive services. The increased traffic of data services is causing more operators to want to upgrade to an IP-based network, and with it an IP-based backhaul solution.

**The emergence of all-IP networks:** There are several technologies that are being developed in order to upgrade existing mobile networks. These technologies, generally referred to as fourth generation or 4G, are based on IP. They include

**Table of Contents**

WiMAX(Worldwide Interoperability for Microwave Access), viewed as the frontrunner, LTE (Long Term Evolution) and UMB (Ultra Mobile Broadband). Backhaul for any of these technologies will also need to be IP-based.

***The Ceragon Solution***

We offer a broad portfolio of innovative, field-proven high-capacity wireless backhaul solutions which enable wireless service providers to eliminate the backhaul capacity bottleneck, significantly reduce backhaul costs and transition to next generation IP-based networks. We also provide solutions to businesses and public institutions that operate their own private communications networks.

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.

Indoor units convert the transmission signals from digital to intermediate or radio 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 wireline networks.

Outdoor units are used to control power transmission, convert IF (intermediate frequency) signals to RF (radio frequency) signals and vice versa, and to provide an interface between antennas and indoor units. These compact, high performance devices are contained in compact weather-proof enclosures fastened to antennas. Indoor units are connected to outdoor units by standard coaxial cables.

Antennas are used to transmit and receive microwave radio signals from and to edge and core networks. These compact, high-performance devices are mounted on poles which are 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 simple network 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 outdoor unit and an indoor unit comprise a terminal. Two terminals are required to form a radio link, which typically extends across a distance of three to five miles and can extend across a distance of 40 miles and more. 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 and indoor and outdoor unit, and all-indoor installations.

## **Table of Contents**

### **Product Portfolios**

We market all of our products under the trademark FibeAir®. These products utilize microwave radio technologies that enable our customers to optimize range and frequency efficiency, which we refer to as the modulation scheme, and to dynamically adapt to weather conditions. The diverse FibeAir product family offers products that address the complete backhaul needs of IP-based hybrid and circuit-switched networks.

The FibeAir family includes the following products:

#### **IP Portfolio**

*FibeAir IP-MAX.* This wireless native Ethernet solution provides from 50 to 900 Mbps of transmission capacity for Fast Ethernet and Gigabit-Ethernet interfaces. The FibeAir IP-Max answers the need of operators for the higher capacities required for providing enhanced IP-based services in WiMAX, private and metropolitan area networks. It operates in the frequency range of 6-38 GHz and is equipped with built-in XPIC and adaptive modulation allowing QPSK and 16 to 256 QAM. The FibeAir IP-MAX is available with optional AES encryption module.

*FibeAir Gigamax.* The FibeAir Gigamax system provides full rate Gigabit Ethernet (up to 1.25 Gbps) transmission capacity over 60, 70 and 80 GHz channels. This system allows low-cost installation for transmission over short distances of up to 5,000 feet

#### **Multi-Service Portfolio**

*IP-MAX-MS.* This system combines the native Ethernet capability of the IP-MAX with scalable and dynamic bandwidth allocation of TDM interfaces. It is intended for use in cellular networks currently using TDM in order to allow them to migrate easily to IP-based networks.

*FibeAir 4800.* The FibeAir 4800 system is designed to provide up to 48 Mbps of aggregate capacity over license-exempt channels in the 2.4GHz to 5.85 GHz range. This system may be used for transmission over distances up to 50 miles and offers integrated Fast Ethernet and N x E1/T1 interfaces.

#### **High Capacity SDH Portfolio**

*FibeAir 1500P.* The FibeAir 1500P system provides from 155 to 622 Mbps of transmission capacity for SDH/SONET interfaces. The 1500P transmits over a 28/50/56 MHz channel using single or dual independent, hot swappable carriers with optional cross-polar interference canceller (XPIC) mechanism. Each carrier is equipped with a built-in software configurable modem, allowing 16, 32, 64, 128 or 256 QAM modulation schemes for improved spectrum utilization. The FibeAir 1500P is available with optional module for AES encryption that has been approved to FIPS 140-2 Level 2.

#### **High Capacity PDH/Ethernet Hybrid Solution**

*FibeAir 640P.* This system is designed to offer cellular operators a migration path from mid-capacity PDH/Ethernet to high-capacity PDH/Ethernet network access. It allows operators to upgrade their links without costly additional investments in equipment. The FibeAir 640P

**Table of Contents**

system provides multiple TDM capacities from 32 to 64 E1s and from 28 to 64 T1s together with intelligent Fast Ethernet networking. The system operates in the 6-38 GHz frequency range.

**Long-Haul Wireless Solution**

*FibeAir 1500HP.* The FibeAir 1500HP is the Company's long haul wireless system. The system offers embedded space diversity with dual receiver architecture, extremely high transmit power and IF combining algorithm intended to provide superior performance and errorless transmission. For operators this means a reliable, easily-deployed solution that can use less equipment and smaller antennas, providing substantial savings on initial investments and operational expenditures. The system operates in the frequency range of 6-11 GHz and is equipped with built-in XPIC, software configurable modulation allowing QPSK and 32 to 256 QAM, and configurable bandwidth from 10 to 40 MHz.

**Trunk Radio Solution**

*FibeAir 3200T.* The FibeAir 3200T is an N+1 solution in either all-indoor or split-mount configuration that provides wireless high-capacity data transmission over long distances, in a wide variety of network capacities, frequencies and configurations. It is designed to provide maximum protection and availability for fixed and mobile backhaul and backbone networks. FibeAir 3200T operates in the frequency range of 6-11 GHz and can be easily upgraded from 45 Mbps up to N+1 x 155 Mbps.

**End-to-End Network Management.** Ceragon provides state-of-the-art management based on SNMP. Our management applications are written in Java code and enable management functions at both the element and network levels. The applications run on Windows 2000/2003/XP and Sun Solaris.

CeraView® is Ceragon's SNMP-based EMS (Element Management System) that enables the operator to perform element configuration, RF and SDH performance monitoring, remote diagnostics, alarm reports and more. CeraView integrates with different 3rd party NMS (Network Management System) platforms to provide end-to-end system management.

PolyView is Ceragon's NMS server that includes CeraMap, its friendly yet powerful client graphical interface. PolyView can be used to update and monitor network topology status, provide statistical and inventory reports, define end-to-end traffic trails, download software and configure elements in the network. In addition, it can integrate with Northbound NMS platforms, to provide enhanced network management.

***Advantages of Ceragon's Products:***

We believe that our products offer the following competitive advantages:

*High-Speed, High-Quality Communications.* Our products enable the delivery of full-duplex, high-speed Internet access and integrated data, video and voice communications at superior transmission speeds (50-900 Mbps over licensed bands and up to 1.25 Gbps

**Table of Contents**

over unlicensed frequency bands). Our products deliver fiber-like transmission quality with error rates of less than one error per ten trillion bits transmitted.

*Native IP/Fast Ethernet/Gigabit Ethernet Platform.* Our IP products offer native Fast and Gigabit Ethernet wireless transmission with fiber-like quality. With what management believes is the highest available throughput on the market, this native Ethernet solution with ultra-low latency (delay) is optimized for IP-based applications including mobile backhauling, IP-DSLAM connectivity for voice over IP, Internet and video services, WiMAX backhauling and any delay-sensitive application. Our carrier-class products are upgradeable, with capacities starting from 50 to 900 Mbps. Our products deliver Gigabit Ethernet for ultra-high capacity IP connections in metropolitan rings, high-speed access connections and private networks over a dual-carrier system of up to 900 Mbps system. In addition, our products deliver two Fast Ethernet channels over a single 200 Mbps system where dynamic bandwidth allocation is used to share the overall capacity between the two Fast Ethernet channels. Each Fast Ethernet channel can provide a separate, secure connection to a business subscriber. With built-in Ethernet traffic balancing, quality of service and multi-service transport of data and voice interfaces over a single radio carrier, we substantially reduce the service provider's costs by eliminating the need to purchase external equipment or double the links.

*Cost Effectiveness.* Our products enable operators to avoid the high costs associated with the deployment of independent fiber optic networks, including the cost of digging up streets, obtaining municipal permits and laying of fiber optic lines (which costs approximately \$130,000 per mile in municipal regions). Further, our wireless products can be redeployed and reused at a negligible cost, making them ideal as a movable temporary solution in areas where new cable is being laid. In comparison to leased lines, our products have very low operating costs.

*Rapid Deployment and Time to Market.* Our products can be deployed within hours, allowing operators to provide new services and thereby to generate new revenues more quickly than with wireline equipment.

*Spectral efficiency to further increase capacity.* With FibeAir platforms, traffic capacity throughput and spectral efficiency are optimized for the desired channel bandwidth. For maximum flexibility on the part of the user, channel bandwidths can be selected together with a wide range of modulations. High spectral efficiency is ensured by choosing the same bandwidth for double the capacity, via two carriers with vertical and horizontal polarizations. This feature is implemented by a built-in cross polarization interference canceller (XPIC) mechanism.

*Optimization for high capacity and long haul.* Ceragon's innovative long-haul products were designed as a wireless networking solution for end-to-end, long-distance connectivity allowing the deployment of voice and data services for fixed and mobile backhaul networks. Our long-haul products can be installed as split-mount radio or all-indoor radio installation. Ceragon's unique embedded space diversity with dual-receiver architecture, extremely high transmit power and IFF combining algorithm guarantee superior performance and errorless transmission. For operators this means a reliable

**Table of Contents**

solution that can use less equipment and smaller antennas, providing substantial savings on initial investments and operating expenses.

*Multi-Protocol Options.* Our products work with the most common transmission standards used in communications networks around the world, including Ethernet, IP, SONET/SDH and ATM protocols. All solutions offer an easy migration path to next-generation platforms.

*Variety of Frequency Bands.* Service providers select the optimal available transmission frequency based on the rainfall intensity in the transmission area and the desired transmission range. Regulators grant licenses to operate and provide communication services in various frequency bands in each region, although in some cases, a customer may be able to operate in a band which is exempt from licensing processes. The regulated bands are allocated by government licensing authorities for high-capacity transmissions in the metropolitan area. Our products operate in the 6, 7, 8, 11, 13, 15, 18, 23, 26, 28, 29, 31, 32 and 38 GHz frequency bands, the principal licensed bands currently available for commercial use throughout the world. In addition, some of our products are designed to operate in the 2.4 – 5.85 GHz and 60 GHz unlicensed frequency bands.

*Meet Multiple Regulatory Standards.* We design all our products to meet the most stringent North American and European standards.

*Modular Architecture.* Our products contain plug-in hot swappable units that can easily be replaced or exchanged in the field. This allows us to standardize our manufacturing process, while still manufacturing each product to meet the individual requirements of each service provider. It also enables service providers to easily adapt our products for use in different network environments.

*Integrated Multiple Access Design.* By replacing a module in our basic product, a service provider can allocate the transmission capacity and physical interfaces over multiple transmission lines. This unique feature substantially reduces the service provider's costs by eliminating the need to purchase external equipment that would otherwise be needed for this purpose.

*Scalability and Flexibility.* We design our products to enable incremental deployment to meet increased service demand. This allows the service providers to take a pay as you grow approach, matching capital outlays with subscriber growth. As a result, our customers can establish a wireless broadband network with a relatively low initial investment, in comparison with fiber optic lines, and later expand the geographic coverage area of their networks and increase the number of points that can be served on their networks as subscriber demand increases.

*High Reliability and Availability.* We design our products to match the reliability standard required by service providers, including 99.999% ( five nines ) availability, maintaining continuous connectivity with a maximum of five minutes of downtime per year. This enables our customers to provide their subscribers with the same high availability as is offered by incumbent carriers using fiber optic networks. In addition,

**Table of Contents**

our products can be configured to provide full redundancy by connecting two radio links over the same frequency channel. This feature minimizes service interruptions.

*Encryption.* In the security area, we offer a built-in, AES-based encryption solution. Our user-friendly EncryptAir solution has been validated by the National Institute of Standards and Technology (NIST) to the US Federal Information Processing Standards (FIPS) 140-2 Level 2 security standard that is required by certain US military end-users.

*Multiple Modulation Schemes.* The FibeAir product family utilizes multiple modulation schemes, including QPSK, 16, 32, 64, 128, and 256 QAM enabling broadband wireless service providers to choose between increased range and increased spectral efficiency.

These benefits may be offset by the following disadvantages and limitations of our wireless solutions, which are common to competing wireless point-to-point telecommunications products. Such disadvantages include:

*Extreme Weather Conditions.* Our products may not operate optimally in certain extreme weather conditions, including severe rainfalls or hurricanes.

*Line-of-Sight Limitations.* Since our products require a direct line-of-sight between antennas, service providers often install our products on cellular antenna towers, rooftops of buildings and on other tall structures. As a result, service providers must generally secure roof or other property rights from the owners of each building or other structure on which our products are installed. This may delay deployment and increase the installation cost of our products or cause service providers not to install broadband wireless equipment.

*Frequency Bands.* To operate our products, service providers must in most cases have a license to operate and provide communications services in the optimal available transmission frequency, or acquire the right to do so from a licensee. If a service provider is unable to secure such a license, it will not be able to operate and provide wireless communications services in the optimal transmission frequency. This may deter a service provider from deploying a wireless network.

***Customer Service and Support***

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 installation of our solutions. 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.



**Table of Contents*****Customers and Markets***

We began selling our products commercially during the second half of 1998. We have sold our products directly to more than 150 customers (including carriers, service providers, system integrators and distributors) in nearly 100 countries.

Our sales to customers are based on written purchase agreements or purchase orders.

Our principal end-user customers are wireless service providers that use our products to expand backhaul network capacity, reduce backhaul costs and support the provision of advanced telecommunications services. 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 geographical location.

The following table summarizes the distribution of our revenues by geographic market, stated as a percentage of total revenues for the periods indicated:

| Region        | 2004<br>(%) | 2005<br>(%) | 2006<br>(%) |
|---------------|-------------|-------------|-------------|
| North America | 30          | 27          | 26          |
| EMEA*         | 40          | 49          | 38          |
| Asia-Pacific  | 26          | 13          | 30          |
| Latin America | 4           | 11          | 6           |

\* *Europe, Middle East, and Africa*

***Distribution Channels***

We sell our products through a variety of channels, including direct sales, OEMs, distributors and system integrators. Our sales and marketing staff includes approximately 130 employees in 17 countries, who work together with local agents, distributors and OEMs to expand our sales.

We are a supplier to three OEMs, which together accounted for 25% of our revenues for the year ended December 31, 2006. The largest OEM is NSN, with whom we signed an OEM agreement as of November 2005 following several years of joint sales activities. We plan to increase our efforts in the development of additional strategic relationships with equipment vendors, integrators, networking companies and other industry suppliers with the goal of gaining greater access to our target markets.

The principal goal of our marketing program is to educate existing and potential customers about the capabilities and benefits of our products and solutions. We are also committed to developing and enhancing the awareness of our company and our products. Our marketing efforts include advertising, public relations and participation in industry trade shows and conferences.

**Table of Contents**

***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 reduce our delivery time, while simultaneously increasing our manufacturing capacity and reducing our manufacturing costs.

We outsource the majority of our manufacturing operations to major contract manufacturers in Israel and the Philippines. Our warehouse operations are outsourced to a subcontractor in Israel. During the second half of 2006, we discontinued our manufacturing operations in Tel Aviv, Israel as part of the phase-out of our legacy FibeAir 1500 products. The raw materials for our products come primarily from the United States, Europe and Asia.

We comply with standards promulgated by the International Organization for Standardization and have received certification under the ISO 9001, ISO 9002, 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 activities in Europe require that we comply with European Union Directives with respect to product quality assurance standards and environmental standards. On July 1, 2006, the new RoHS (Restrictions of Hazardous Substances) Directive took effect, a development which required us to modify some of our products. In addition, the recently enacted WEEE (Waste Electrical and Electronic Equipment) Directive requires producers of electrical and electronic equipment to register in different European countries and to provide collection and recycling facilities for used products. If we fail to achieve and maintain compliance, we may be restricted from selling our products in the European Union, a development that could adversely affect our operating results.

***Competition***

The market for wireless equipment is rapidly evolving, fragmented, highly competitive and subject to rapid technological change. We expect competition 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 compete with a number of wireless equipment providers in the United States and other countries that vary in size and in the types of products and solutions they offer. In the area of high-capacity circuit-switched wireless network solutions, our primary competitors include Harris Stratex Networks, Inc., L.M. Ericsson Telephone Company, NEC Corporation, or NEC, and NSN. In the area of IP-based wireless solutions, our primary competitors are Dragonwave, Inc. and Harris Stratex Networks, Inc. In addition to these primary competitors, a number of other communications equipment suppliers, including Alcatel-Lucent, Nera Networks

**Table of Contents**

AS, SIAE Microelectronica S.p.A. and ZTE Corporation, as well as other companies, offer or are developing products that compete with our products. We believe we compete favorably on the basis of:

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; and

deployment, support and technical service and 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.

***Intellectual Property***

To safeguard our proprietary technology, we generally rely on a combination of 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.

The protective steps we have taken may be inadequate to deter misappropriation of our technology and information. We may be unable to detect the unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Some of the countries in which we sell our products do not protect a company's intellectual property to the same extent as the United States and Israel. In addition, our competitors may independently develop technologies that are substantially equivalent or superior to our technology. Furthermore, we may in the future be notified that we are 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.

We have registered trademarks for the standard character mark Ceragon Networks and our logo in the United States, Israel, and the European Union, and for the standard character mark Ceragon Networks in Canada. We have registered trademarks for our design mark for FibeAir in the United States, Israel and the European Union. In addition, we have a registered trademark in the United States for the standard character mark FibeAir. We also have registered

**Table of Contents**

trademarks for the standard character mark CeraView in the United States, Israel and the European Union.

***Conditions in Israel***

We are incorporated under the laws of the State of Israel. Our principal offices and research and development facilities are located in Israel, as well as some of the contractors to which we have outsourced our manufacturing. Therefore, we are directly affected by political and military conditions which are discussed in the Risks Relating to our Location in Israel in Item 3D above, and economic conditions in Israel, which could affect our U.S. shareholders.

***Economic Conditions***

Israel's economy has been subject to numerous destabilizing factors, including a period of rampant inflation in the early to mid-1980s, low foreign exchange reserves, fluctuations in world commodity prices, military conflicts and civil unrest. The Israeli government has intervened in various sectors of the economy by utilizing fiscal and monetary policies, import duties, foreign currency restrictions and control of wages, prices and foreign currency exchange rates. In 1998, the Israeli currency control regulations were liberalized significantly to allow Israeli residents to deal in foreign currency and non-residents of Israel to purchase and sell Israeli currency and assets. The Israeli government has periodically changed its policies in these areas. There are currently no Israeli currency control restrictions on remittances of dividends on the ordinary shares or the proceeds from the sale of the shares. However, legislation remains in effect under which currency controls can be imposed by administrative action at any time.

The Israeli government's fiscal policy and the Bank of Israel's monetary policy contributed to relative price stability in recent years, despite improved rates of economic growth and a decline in the rate of unemployment. However, we cannot assure you that prices and exchange rates will remain stable. Price and exchange rate instability may have a material adverse effect on us.

***Trade Relations***

Israel is a member of several international organizations, such as the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development and the International Finance Corporation. Among others, Israel is a member of the World Trade Organization and is a signatory to the General Agreement on Trade in Services. In addition, Israel has been granted preferences under the Generalized System of Preferences from several countries, among them Japan. These preferences allow Israel to export products covered by these programs either duty-free or at reduced tariffs.

Israel and the European Union concluded a free trade agreement in 1975 which confers various advantages on Israeli exports to most European countries and obligates Israel to lower its tariffs on imports from these countries over a number of years. In 1985, Israel and the United States entered into an agreement to establish a free trade area. The free trade area has eliminated all tariff and specified non-tariff barriers on most trade between the two countries. In January 1993, an agreement was entered into between Israel and the European Free Trade Association, known as the EFTA, establishing a free-trade zone between Israel and EFTA nations. In 1995,

**Table of Contents**

Israel entered into a new agreement with the European Union, which includes modified rules of origin and other improvements, including providing for Israel to become a member of the research and technology programs of the European Union. In recent years, Israel has established commercial and trade relations with a number of other nations, including Russia, China, India, Turkey and other nations in Eastern Europe and Asia.

*Israeli Tax Considerations and Government Programs*

The following is a summary of the current tax structure applicable to companies in Israel, with special reference to its effect on us. The following also contains a discussion of the Israeli government programs benefiting us. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, we cannot assure you that the tax authorities or the courts will accept the views expressed in this discussion. The discussion is not intended, and should not be taken, as legal or professional tax advice and is not exhaustive of all possible tax considerations.

*General Corporate Tax Structure in Israel*

Israeli companies are generally subject to corporate tax on their taxable income at the rate of 31% for the 2006 tax year and 29% for the 2007 tax year. Following an amendment to the Israeli Income Tax Ordinance [New Version], 1961 (the Israeli Tax Ordinance), which came into effect on January 1, 2006, the corporate tax rate is scheduled to decrease as follows: 27% for the 2008 tax year, 26% for the 2009 tax year and 25% for the 2010 tax year and thereafter. Israeli companies are generally subject to capital gains tax at a rate of 25% for capital gains (other than gains deriving from the sale of listed securities) derived after January 1, 2003.

However, the effective tax rate payable by a company that derives income from an approved 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.

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.

**Table of Contents**

Taxable income of a company derived from an approved enterprise is subject to corporate tax at the maximum rate of 25%, rather than the regular corporate tax rates, 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 or royalties, 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 company 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%-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 rate applicable to dividends from approved enterprises, which is 15% 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

**Table of Contents**

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 manufacturing 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 up to 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 11, 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 3 years from the company's previous year of commencement under the old Investment 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 Investment 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. The Investment Center will be entitled to approve such programs only until December 31, 2007.

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 Benefited 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 Benefited Enterprise (the Year of Election). A company wishing to receive the tax benefits afforded to a Benefited 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. Where the company requests to have the tax benefits apply to an expansion

**Table of Contents**

of existing facilities, then only the expansion will be considered a Benefited 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 Benefited 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 currently 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% 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% 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 \$20M 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 definition now requires a minimal investment of NIS 5 million by foreign investors. Furthermore, such definition now 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" will take 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, 2006, we did not generate income under the provisions of the new law.



**Table of Contents**

*Grants under the Law for the Encouragement of Industrial Research and Development, 1984*

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, research and development programs that meet specified criteria and are approved by the research committee of the OCS are eligible for grants of up to 50% of certain approved expenditures of such programs, as determined by the research committee of the OCS. In exchange, the recipient of such grants is required to pay the OCS royalties from the revenues derived from products incorporating know-how developed within the framework of each such program or derived from such program (including ancillary services in connection with such program), usually up to an aggregate of 100% of the dollar-linked value of the total grants received in respect of such program, plus interest.

In December 2006, we entered into an agreement with the OCS to conclude our R&D grant programs sponsored by the OCS. Under the agreement, we are required to repay the OCS approximately \$11.9 million in outstanding grants, in semiannual installments from 2007 through 2009. We are required to continue reporting to the OCS concerning our sales every quarter. As part of each report, we are required to calculate the amount we would be obligated to pay the OCS if we paid a royalty on all our sales for such quarter. If the resulting amount is more than the amount which is one-sixth of the \$11.9 million obligation, we will be required to pay the difference upon making the report. However, any such payments will be applied to the last semiannual installments such that the total obligation will not be increased and the period for paying it may be shortened. We entered into that agreement because we believe that the accelerating, interest-bearing royalty payments stemming from growth in our revenues significantly reduced the economic benefit of participation in such grants.

In June 2005, an amendment to the R&D Law came into effect, which intends to make the R&D Law more compatible with the global business environment by, among other things, relaxing restrictions on the transfer of manufacturing rights outside Israel and on the transfer of OCS-funded know-how outside of Israel, as further described below. Even though we concluded our participation in the OCS grant program, these restrictions continue to apply to us.

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, which may be substantial, and the aggregate repayment amount is increased up to 300% of the grant, depending on the portion of the total manufacturing volume that is performed outside of Israel. The recent amendment to the R&D Law further permits the OCS, among other things, to approve the transfer of manufacturing rights outside Israel in exchange for an import of different manufacturing into Israel as a substitute, in lieu of the increased royalties. If we elect to transfer more than an insubstantial portion of our manufacturing processes to contractors outside of Israel, we may be required to pay higher royalties to the OCS.

**Table of Contents**

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 an approved research and development program may not be transferred to any third parties outside Israel, except in certain circumstances and subject to prior OCS approval. The OCS may approve the transfer of OCS-funded know-how outside Israel, in the following cases: (a) the grant recipient pays to the OCS a portion of the sale price paid in consideration for such OCS-funded know-how (according to certain formulas); or (b) the grant recipient receives know-how from a third party in exchange for its OCS-funded know-how; or (c) such transfer of OCS-funded know-how arises in connection with certain types of cooperation in research and development activities.

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.

*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.

**Table of Contents**

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 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; and

the right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli industrial companies.

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 are 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 obligates us for three years. Accordingly, commencing with fiscal year 2003, results for tax purposes are measured in terms of earnings in dollars. We filed for a one-year extension regarding 2006.

**Table of Contents**

The Israeli Income Tax Ordinance and regulations promulgated thereunder allow Foreign-Invested Companies, which maintain their accounts in U.S. dollars in compliance with the regulations published by the Israeli Minister of Finance, to base their tax returns on their operating results as reflected in the dollar financial statements or to adjust their tax returns based on exchange rate changes rather than changes in the Israeli CPI, in lieu of the principles set forth by the Inflationary Adjustments Law. For these purposes, a Foreign-Invested Company is a company, more than 25% of whose share capital, in terms of rights to profits, voting and appointment of directors, and of whose combined share and loan capital is held by persons who are not residents of Israel. A company that elects to measure its results for tax purposes based on the dollar exchange rate cannot change that election for a period of three years following the election. We believe that we qualify as a Foreign Investment Company within the meaning of the Inflationary Adjustments Law. Commencing with the year 2003, we elected to base our tax returns on our operating results in U.S. dollars as reflected in our financial statements.

**C. Organizational Structure**

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

| <b>Company</b>                           | <b>Place of Incorporation</b> | <b>Ownership Interest</b> |
|--|-------------------------------|---------------------------|
| Ceragon Networks (Aus) Pty Ltd           | Australia                     | 100%                      |
| Ceragon Networks do Brasil Limitada      | Brazil                        | 100%                      |
| Ceragon Networks (UK) Limited            | England                       | 100%                      |
| Ceragon Networks SARL                    | France                        | 100%                      |
| Ceragon Networks (HK) Limited            | Hong Kong                     | 100%                      |
| Ceragon Networks (India) Private Limited | India                         | 100%                      |
| Ceragon Networks, S.A. de C.V.           | Mexico                        | 100%                      |
| Ceragon Networks, Inc.                   | New Jersey                    | 100%                      |
| Ceragon Networks (Philippines), Inc.     | Philippines                   | 100%                      |

**D. Property, Plants and Equipment**

Our corporate headquarters and principal administrative, finance, sales and marketing, R&D and operations departments are located at a leased facility of approximately 44,501 square feet in Tel Aviv, Israel. The leases for this space are valid until May 2008, with an option to renew for an additional one-year period.

In the United States, we lease approximately 5,100 square feet in Paramus, New Jersey, for our North American headquarters. The lease in Paramus is valid until September 2008. In the United Kingdom, we lease approximately 2,560 square feet in Birmingham expiring in March 2015. We also lease space for our local subsidiaries to conduct sales and marketing activities in their respective regions.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.

**Table of Contents**

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*The following discussion and analysis should be read in conjunction with our consolidated financial statements and the notes to those financial statements that appear elsewhere in this annual report. Our consolidated financial statements are prepared in conformity with U.S. GAAP.*

**Overview**

We are a leading provider of high capacity wireless backhaul solutions that enable wireless service providers to deliver voice and premium data services, such as Internet browsing, music and video applications. Our backhaul solutions use microwave technologies to transfer large amounts of network traffic between base stations and the high capacity fiber-optic infrastructure at the core of the mobile network. We design our solutions to provide fiber-like connectivity for circuit-switched, or SONET/SDH networks, next generation Ethernet/Internet Protocol, or IP-based networks, and hybrid networks that combine circuit-switched and IP-based networks. Our solutions support all wireless access technologies including GSM, CDMA, EV-DO and WiMAX. These solutions address wireless service providers' need to cost-effectively build out and scale their infrastructure to meet the increasing demands placed on their networks by growing numbers of subscribers and the increasing demand for premium data services. We also provide our solutions to businesses and government agencies that operate their own private communications networks. Our solutions are deployed by more than 150 service providers of all sizes, as well as in hundreds of private networks, in nearly 100 countries.

We have grown our revenues from \$34.4 million for the year ended December 31, 2003 to \$108.4 million for the year ended December 31, 2006, representing a 47% compound annual growth rate, or CAGR. In 2006, approximately 38% of our revenues was derived from customers in Europe, the Middle East and Africa, 30% from customers in Asia Pacific and 26% from customers in North America.

We were incorporated under the laws of the State of Israel on July 23, 1996 as Giganet Ltd. and we changed our name to Ceragon Networks Ltd. on August 22, 2000. From 1996 until the second half of 1998 when we commenced commercial sales of our product solutions, we focused our efforts on developing our wireless backhaul product offerings and technologies. We completed the initial public offering of our ordinary shares in August 2000.

**Industry Trends**

Current industry trends in the market for wireless backhaul equipment present us with significant opportunities to continue to increase our revenues. At the same time market trends have placed, and will continue to place, pressure on the selling prices for our products and on our gross margins. Our objective is to continue to meet the rising demand for our solutions while at the same time increasing our profitability. We seek to achieve this objective by constantly reviewing and improving upon 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:

**Table of Contents**

*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 Premium Mobile Data Services.* Wireless service providers are facing increasing demand from subscribers for premium mobile data services, including Internet browsing, music and video.

*Transition to IP-based Networks.* Wireless service providers are beginning to deploy all-IP networks and upgrade 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.

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:* In recent years we have increased sales of our products in India and other parts of Asia in response to the rapid build-out of cellular networks in those regions. For the year ended December 31, 2006, 30% of our revenues were earned in the Asia/Pacific region. Sales of our products in these markets are generally at lower gross margins in comparison to other regions.

*Transaction Size:* Competition for larger equipment orders is increasingly intense since 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.

*Increased Sales Through OEMs:* Sales through our OEM relationships result in lower gross margins than sales directly to end-users through distributors and re-sellers. By selling our products to OEMs, we rely in part on the sales and marketing efforts of the OEMs, as well as on their post-sale support. For the year ended December 31, 2006, sales to NSN, our largest OEM, represented approximately 17% of our revenues. We anticipate that sales to OEMs will become an increasing part of our business in the future.

## **Table of Contents**

Although we have successfully reduced the cost of producing our equipment and continue to focus on operational improvements, these price pressures may have a negative impact on our gross margins.

As we continue to expand our geographic footprint, we are increasingly engaged in supplying installation and other services for our customers, often in developing nations. In this context, we may act as prime contractor and equipment supplier for network build-out projects, providing installation, supervision and testing 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 and title 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 refuse to pay 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.

Finally, our revenues have grown rapidly over the last several years and we cannot assure you that we will be able to sustain our recent growth rate in future periods. You should not rely on our revenue growth in any prior quarterly or annual period as an indication of our future revenue growth.

## **Certain Issues Affecting our Results of Operations**

In 2005, we wrote off excess inventory resulting from our decision to terminate a legacy product line, close our in-house production facilities and transfer production activities to our contract manufacturers. The result of the write-off in 2005 was a one-time charge to our cost of revenues of approximately \$7.1 million.

In December 2006, we entered into an agreement with the Israeli Office of the Chief Scientist, or OCS, to conclude our research and development grant programs sponsored by the OCS. Under the agreement, we are obligated to repay the OCS approximately \$11.9 million in outstanding grants, in six semiannual installments from 2007 through 2009. We are also required to report our sales to the OCS on a semi-annual basis until the obligation is fully paid. As part of each report, we are required to calculate the amount we would be obligated to pay to the OCS if we had paid a royalty of approximately 3% on all our sales for such period. If the resulting amount is greater than one-sixth of our \$11.9 million obligation to the OCS, we will be required to pay the excess amount at the time we provide our semi-annual revenue report to the OCS. However, any such payments will be credited against the last semi-annual payment to the OCS pursuant to our agreement so that our aggregate obligation to the OCS will not be increased. We entered into this agreement because we believe that accelerating the interest-bearing royalty payments to the OCS would reduce our aggregate interest payments relating to the repayment of the grants. The agreement with the OCS will impact our future results of operations in two respects: first, we will no longer receive additional grants from the OCS, which would have offset our research and development costs; second, we will no longer record expenses relating to

**Table of Contents**

royalty payments to the OCS. As a result of our agreement with the OCS, we recorded non-recurring expenses of \$10.4 million in 2006. Our agreement with the OCS does not amend the terms of the OCS grants we received, and does not release us from continued compliance with the provisions of the R&D Law.

**Results of Operations**

*Revenues.* We generate revenues primarily from the sale of our products, and, to a lesser extent, services. We recognize revenues from the sale of our products in accordance with SEC Staff Accounting Bulletin No. 104, Revenue Recognition, and the Financial Accounting Standards Board's, or the FASB's, Emerging Issue Task Force, or EITF, Issue No. 00-21, Revenue Arrangements with Multiple Elements. We price our products on a per unit basis according to a price list. However, 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, component and material costs, labor costs, estimated warranty costs, costs related to management of our supply chain, shipping and, through the end of 2006, royalties to the Israeli Government in connection with grants we received from the OCS. In addition, we pay fees to subcontractors relating to installation services with respect to our products.

**Operating 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. Until 2007, research and development expenses were offset by grants from the OCS. We recognized such grants at the time we were entitled to them on the basis of the costs incurred and included these grants as a deduction from research and development expenses. We no longer intend to receive grants from the OCS. 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, 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 and human resources personnel, professional fees (including legal and accounting fees), insurance, provisions for doubtful accounts and other general corporate expenses.



**Table of Contents**

*Financial Income, Net.* Our financial income, net, consists primarily of interest earned on bank deposits and marketable securities, gains and losses arising from the remeasurement of monetary balance sheet items denominated in non-dollar currencies into dollars, gains and losses from our currency hedging activity and fees and commissions paid to banks.

*Taxes.* Israeli companies are generally subject to corporate tax at the rate of 29% of their taxable income in 2007. The rate is scheduled to decline to 27% in 2008, 26% in 2009 and 25% in 2010 and thereafter. However, the effective tax rate payable by a company that derives income from an Approved Enterprise designated as set forth under the Law for the Encouragement of Capital Investments, 1959, or the Investment Law, may be considerably less. As of December 31, 2006, the end of our last fiscal year, our net operating loss carry forwards amounted to approximately \$81 million for Israeli tax purposes and \$8 million for U.S. tax purposes.

**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; and

Stock-based compensation expense.

*Revenue recognition.* We recognize revenue in accordance with SEC Staff Accounting Bulletin No. 104, Revenue Recognition, which is commonly referred to as SAB 104, when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectibility is probable. When a right of return exists, we create a provision for returns in accordance with Statement of Financial Accounting Standards No. 48, Revenue Recognition when Right of Return Exists. When sale arrangements include a customer acceptance provision with respect to products, we do not recognize revenues before we have demonstrated that the criteria specified in the acceptance provisions have been satisfied or that the acceptance provision has lapsed. When we provide both products and post-delivery

**Table of Contents**

installation services which are not essential to the functionality of the equipment, we defer recognition of the fair value of the installation services (but not less than the amount contingent upon completion of installation or acceptance, if any) to the period in which such installation occurs. Our typical product warranty is between 12 to 36 months at no extra charge. We accrue for provision for warranty costs based on our historical experience. To assess the probability of collection for revenue recognition purposes, we analyze our historical collection experience, current economic trends and the financial position of our customers. On the basis of these criteria, we decide whether revenue recognition should be deferred.

*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.

*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 outstanding invoices. In determining the provisions, we analyze our historical collection experience, current economic trends and the financial position of our customers. In addition, we include a general provision for doubtful debts based on the age of the debts and on management's past experience in collecting such receivables. We also insure certain trade receivables under credit insurance policies. If the financial condition of our customers deteriorates, our revenues might be limited and additional allowances might be required. As of December 31, 2006, our allowance for doubtful accounts was \$842,000 and our trade receivables were \$27.4 million. Historically, our provision for doubtful accounts have been sufficient to account for our bad debts.

*Stock-based compensation expense.* On January 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, or SFAS 123(R), which requires the measurement and recognition of compensation expense based on estimated grant date fair values for all share-based payment awards made to employees and directors. For periods beginning in fiscal 2006, SFAS 123(R) supersedes Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, or APB 25, under which we previously accounted for our share based awards granted to employees and directors, for periods beginning in fiscal 2006. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107, or SAB 107, relating to SFAS 123(R). We have applied the provisions of SAB 107 in our adoption of SFAS 123(R).

SFAS 123(R) 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. Prior to the adoption of SFAS 123(R), we accounted for equity-based awards to employees and directors using the intrinsic value method in accordance

**Table of Contents**

with APB 25 as allowed under Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, or SFAS 123.

We adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard starting from January 1, 2006, the first day of our fiscal year 2006. Under that transition method, compensation cost recognized in 2006 included compensation cost for all share-based payments that were ultimately expected to vest (a) based on the grant date fair value estimated in accordance with the original provisions of SFAS 123 for awards granted prior to, but not yet vested as of January 1, 2006, and (b) based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R) for awards granted subsequent to January 1, 2006. Results for prior periods have not been restated.

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 vesting period, net of estimated forfeitures. Estimated forfeitures are based on actual historical pre-vesting forfeitures and on management's estimates.

Share-based compensation expense recognized under SFAS 123(R) was \$1.7 million for the year ended December 31, 2006.

**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.

**Table of Contents**

|                                 | <b>Year Ended December 31,</b> |             |             |
|---------------------------------|--------------------------------|-------------|-------------|
|                                 | <b>2004</b>                    | <b>2005</b> | <b>2006</b> |
| Revenues                        | 100.0%                         | 100.0%      | 100.0%      |
| Cost of revenues                | 58.8                           | 71.1        | 74.5        |
| Gross profit                    | 41.2                           | 28.9        | 25.5        |
| Operating expenses:             |                                |             |             |
| Research and development        | 17.8                           | 14.5        | 12.3        |
| Less: Grants and participations | 4.2                            | 2.4         | 1.4         |
| Research and development, net   | 13.6                           | 12.1        | 10.9        |
| Selling and marketing           | 21.6                           | 18.5        | 16.1        |
| General and administrative      | 4.5                            | 4.3         | 4.8         |
| Total operating expenses        | 39.8                           | 35.0        | 31.8        |
| Operating income (loss)         | 1.5                            | (6.1)       | (6.3)       |
| Financial income, net           | 1.2                            | 0.8         | 1.2         |
| Other income                    | 0.3                            | 0.1         | 0.1         |
| Net income (loss)               | 2.9                            | (5.2)       | (5.0)       |

**Year ended December 31, 2005 compared to year ended December 31, 2006**

*Revenues.* Revenues increased from \$73.8 million for the year ended December 31, 2005 to \$108.4 million for the year ended December 31, 2006, an increase of \$34.6 million, or 47%. This increase was attributable primarily to increased sales of our products to our customers as well as increased sales via our OEM channels, mainly within the Asia/Pacific region. Revenues in the Asia/Pacific region increased to \$32.4 million for the year December 31, 2006 as compared to \$9.9 million for the year ended December 31, 2005. The increase of revenues in the Asia/Pacific region resulted primarily from the growing build-out of new cellular networks and growth in the number of mobile subscribers.

*Cost of Revenues.* Cost of revenues increased from \$52.5 million for the year ended December 31, 2005 to \$80.8 million for the year ended December 31, 2006, an increase of \$28.3 million, or 54%. This increase was attributable to two factors: increased materials purchased in connection with our increased revenues; and a non-recurring expense of \$10.4 million related to the termination of our participation in the OCS grant program. As a result of the OCS agreeing to terminate the program, we undertook to repay the OCS the amount of the outstanding grants in semiannual installments from 2007 through 2009.

*Gross Profit.* Gross profit as a percentage of revenues decreased from 29% for the year ended December 31, 2005 to 26% for the year ended December 31, 2006. The decrease resulted from:  
the non-recurring expense which we incurred as a result of the termination of our participation in the OCS grant program;

**Table of Contents**

increased revenues from sales to OEMs that have lower gross margins than direct sales;

increased revenues from sales to customers in certain Asian countries, especially India, that have lower gross margins than sales in other regions; and

increased revenues from larger customer orders, which typically involve volume discounts that result in lower margins.

*Research and Development Expenses, Net.* Our gross research and development expenses increased from \$10.7 million for the year ended December 31, 2005 to \$13.3 million for the year ended December 31, 2006, an increase of \$2.6 million, or 25%. The increase in our gross research and development expenses was attributable primarily to an increase of salaries paid to our research personnel and related costs in the amount of \$0.5 million and the increase of our research and development activities with subcontractors in the amount of \$1.3 million. During the year ended December 31, 2006, \$1.5 million in research and development grants from the OCS were credited against our research and development expenses, compared to \$1.8 million during the year ended December 31, 2005. Our net research and development expenses thus increased from \$9.0 million for the year ended December 31, 2005 to \$11.8 million for the year ended December 31, 2006, an increase of \$2.8 million, or 32%. As a percentage of revenues, research and development expenses, net decreased to 11% in 2007 compared to 12% in 2006.

*Selling and Marketing Expenses.* Selling and marketing expenses increased from \$13.6 million for the year ended December 31, 2005 to \$17.4 million for the year ended December 31, 2006, an increase of \$3.8 million, or 28%. This increase was attributable primarily to an increase of salaries and related costs, mainly due to the hiring of additional personnel, in the amount of \$1.3 million and an increase in sales and agent commissions in the amount of \$1.3 million. As a percentage of revenues, selling and marketing expenses decreased to 16% in 2007 compared to 19% for 2006.

*General and Administrative Expenses.* General and administrative expenses increased from \$3.2 million for the year ended December 31, 2005 to \$5.2 million for the year ended December 31, 2006, an increase of \$2.0 million, or 63%. This increase was attributable primarily to an increase in salaries paid to employees and related costs in the amount of \$0.6 million and the recording of share-based compensation expenses as a result of adopting SFAS 123(R) in the amount of \$0.8 million. As a percentage of revenues, general and administrative expenses increased to 5% in 2007 compared to 4% in 2006.

*Financial Income, Net.* Financial income, net increased from \$0.6 million for the year ended December 31, 2005 to \$1.3 million for the year ended December 31, 2006, an increase of \$0.7 million, or 112%. This increase was attributable primarily to interest income earned on marketable securities and deposits in the amount of \$0.2 million, resulting from an increase in interest rates in 2006 compared with 2005 and to net gain resulting from currency fluctuations in the amount of \$0.3 million.

**Table of Contents**

*Net Loss.* We recorded a net loss in 2006 of \$5.5 million as compared with a net loss in 2005 of \$3.8 million, primarily due to the one-time charge of \$10.4 million related to the termination of our participation in the OCS grant program.

**Year ended December 31, 2004 compared to year ended December 31, 2005**

*Revenues.* Revenues increased from \$54.8 million for the year ended December 31, 2004 to \$73.8 million for the year ended December 31, 2005, an increase of \$19.0 million, or 34.6%. Quarterly revenues increased sequentially during 2005 from \$16.8 million in the first quarter to \$20.1 million in the fourth quarter. This increase was attributable, as in previous years, primarily to increased sales to cellular and fixed operators and private networks and enterprises in a growing number of countries.

*Cost of Revenues.* Cost of revenues increased from \$32.2 million for the year ended December 31, 2004 to \$52.5 million for the year ended December 31, 2005, an increase of \$20.3 million, or 62.9%. This increase was attributable to two factors: (a) increased materials consumed in connection with our increased revenues; and (b) a write-off of inventories and a long-term receivable in the amount of \$7.1 million and \$390 thousand, respectively, in the last quarter of 2005. During the fourth quarter of 2005, we adopted a plan to terminate our legacy product line, close its in-house production facilities and transfer production activities to its contract manufacturers. Therefore, we estimated the expected sales from such product line and the expected use of associated inventory, and as a consequence we wrote off excess inventory. The Company has been utilizing part of the products related to components which it wrote off in 2001. In 2004 and 2005, approximately \$1.2 million and \$954 thousand, respectively, of inventory previously written-off were used as components for products manufactured in the Company's ordinary course of production and were sold as finished goods to customers. The sales of these related manufactured products were reflected in the Company's revenues without additional cost to the cost of revenues in the period in which the inventory was utilized.

Gross profit as a percentage of revenues decreased from 41.2% for the year ended December 31, 2004 to 28.9% for the year ended December 31, 2005.

*Research and Development Expenses, Net.* Our gross research and development expenses increased from \$9.8 million for the year ended December 31, 2004 to \$10.7 million for the year ended December 31, 2005, an increase of \$0.9 million, or 9.6%. The increase in our gross research and development expenses was attributable primarily to the hiring of additional personnel as we developed new products and enhanced existing ones. During the year ended December 31, 2005, we recognized \$1.8 million in research and development grants from the OCS, compared to \$2.3 million during the year ended December 31, 2004. Our net research and development expenses increased from \$7.5 million for the year ended December 31, 2004 to \$9.0 million for the year ended December 31, 2005, an increase of \$1.5 million or 19.8%.

*Selling and Marketing Expenses.* Selling and marketing expenses increased from \$11.8 million for the year ended December 31, 2004 to \$13.6 million for the year ended December 31, 2005, an increase of \$1.8 million, or 15.1%. This increase was attributable primarily to the hiring of additional personnel and an increase in sales commissions.

**Table of Contents**

*General and Administrative Expenses.* General and administrative expenses increased from \$2.5 million for the year ended December 31, 2004 to \$3.2 million for the year ended December 31, 2005, an increase of \$0.7 million, or 28.8%. This increase was attributable primarily to the overall increase in the scope of our activities.

*Financial Income, Net.* Financial income, net decreased from \$674 thousand for the year ended December 31, 2004 to \$607 thousand for the year ended December 31, 2005, a decrease of \$67 thousand or 10%. This decrease was attributable primarily to a higher level of gains from exchange rate differences in 2004 as compared with 2005 and to a decrease in interest income resulting from a decrease in the Company's bank deposits and marketable securities.

*Net Income.* The Company recorded a net loss in 2005 of \$3.8 million as compared with net income in 2004 of \$1.6 million, primarily due to a write-off of inventories and a long-term receivable in the amount of \$7.1 million and \$390 thousand, respectively, in the last quarter of 2005.

**Impact of Inflation and 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 Israeli shekels and to a significantly lesser extent in Euros. Our shekel-denominated expenses consist principally of salaries, building leases and related personnel expenses. We anticipate that a material portion of our expenses will continue to be denominated in shekels. Transactions and balances in currencies other than U.S. dollars are remeasured into U.S. dollars according to the principles in Financial Accounting Standards Board Statement No. 52. Gains and losses arising from remeasurement are recorded a financial income or expense, as applicable.

The dollar cost of our operations is influenced by the extent that any inflation in Israel is or is not offset, or is offset on a lagging basis, by the devaluation of the NIS in relation to the dollar. When the rate of inflation in Israel exceeds the rate of devaluation of the NIS against the dollar, companies experience increases in the dollar cost of their operations in Israel. Unless offset by a devaluation of the NIS, inflation in Israel will have a negative effect on our results.

The following table presents information about the rate of inflation in Israel and the rate of devaluation (or in 2003, 2004 and 2006, appreciation) of the NIS against the dollar:

| <b>Year ended December 31</b> | <b>Israeli<br/>inflation<br/>rate %</b> | <b>NIS<br/>devaluation<br/>(appreciation)<br/>%</b> |
|-------------------------------|---|---|
| 2002                          | 6.5                                     | 7.3   |
| 2003                          | (1.9)                                   | (7.6)   |
| 2004                          | 1.2                                     | (1.6)   |
| 2005                          | 2.4                                     | 6.8   |
| 2006                          | (0.1)                                   | (8.2)   |

A devaluation of the NIS in relation to the dollar has the effect of reducing the dollar amount of our expenses that are payable in NIS, unless those expenses or payables are linked to



**Table of Contents**

the dollar. Conversely, any increase in the value of the NIS in relation to the dollar has the effect of increasing the dollar value of our unlinked NIS expenses. Part of our revenues and expenses in Europe are received or incurred in Euros. We are exposed to the risk of an appreciation of the Euro if our expenses in Euros exceed our sales in Euros. In addition, if the Euro devaluates relative to the dollar and sales in Euros exceed expenses incurred in Euros, our operating profit may be negatively affected as a result of a decrease in the dollar value of our sales.

Since exchange rates between the NIS and the dollar, and between the Euro and the dollar, fluctuate continuously, exchange rate fluctuations would have an impact on our results and period-to-period comparisons of our results. We reduce this currency exposure by entering into hedging transactions. The effects of foreign currency re-measurements are reported in our consolidated financial statements of operations. For a discussion of our hedging transactions, please see Item 11. Quantitative and Qualitative Disclosures about Market Risk.

**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 our Location in Israel in Item 3, above.

**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 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.

As of December 31, 2006, we had approximately \$29.5 million in cash and cash equivalents, short- and long-term bank deposits, and short- and long-term marketable securities.

As of December 31, 2006, our cash investments are comprised of the following: 34% consist of short-term, highly liquid investments with original maturities of up to three months, and 41% consist of short-term deposits and marketable securities with original maturities of up to 1 year, with a minimum credit rating of A1/P1. The remaining balance of our assets are invested in corporate debt securities and in bank deposits with maturities of up to 3 years, carrying a minimum rating of AA-/AA3. Substantially all of these investments are in US dollars.

Net cash used in operating activities was approximately \$4.4 million for the year ended December 31, 2006, \$4.3 million for the year ended December 31, 2005 and \$1.7 million for the year ended December 31, 2004. In 2006, our cash used in operating activities was affected by:

our net loss of \$5.5 million;

a \$12.4 million increase in trade receivables which was primarily attributable to our increased revenues; and

**Table of Contents**

an \$11.2 million increase in inventories which was primarily attributable to an increase in finished goods.

These factors were partially offset by:

a \$9.8 million increase in trade payables which was primarily attributable to growth in the volume of our sales and related purchases of products from our contract manufacturers; and

a \$7.9 million increase in short- and long-term payables attributable to our termination of the OCS grant program.

In 2005, our cash used in operating activities was affected by:  
our net loss of \$3.8 million; and

an \$8.1 million increase in trade receivables which was mainly attributable to an increase in our revenues.

These factors were partially offset by:

a \$3.0 million increase in trade payables; and

a \$2.9 million decrease in inventories mainly attributed to an inventory write off.

Net cash provided by investing activities was approximately \$2.1 million for the year ended December 31, 2006 and \$2.7 million for the year ended December 31, 2005. In the year ended December 31, 2006, our cash generated from investing activities resulted from \$2.5 million in proceeds from maturities of long-term bank deposits and \$5.5 million in proceeds from held-to-maturity marketable securities which were partially offset by investments in short-term bank deposits in the amount of \$1.4 million, investments in available-for-sale marketable securities in the amount of \$3.1 million and the purchase of property and equipment in the amount of 1.4 million. In the year ended December 31, 2005, our cash generated from investing activities resulted from \$9.2 million in proceeds from maturities of held-to-maturity marketable securities and \$2.6 million in proceeds from short-term bank deposits which partially offset by investments in long-term bank deposits in the amount of \$3.3 million, investment in available-for-sale marketable securities in the amount of \$4.8 million and the purchase of property and equipment in the amount of \$0.9 million.

Net cash provided by financing activities was approximately \$2.1 million for the year ended December 31, 2006 and \$0.7 million for the year ended December 31, 2005. For each period, our financing activities provided cash as a result of proceeds from exercises of share options by employees.

**Table of Contents**

As of December 31, 2006, our principal commitments consisted of \$3.2 million for obligations outstanding under non-cancelable operating leases and approximately \$11.9 million payable to the OCS according to the termination agreement we entered into with the OCS.

Our capital requirements are dependent on many factors, including working capital requirements to finance the growth of the Company, the level of our gross profit and the allocation of resources to our research and development efforts, as well as our marketing and sales 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.

**Capital Expenditures**

Our capital requirements are dependent on many factors, including working capital requirements to finance our growth, the level of our gross profit and the allocation of resources to our research and development efforts, as well as our marketing and sales activities. We expect that our capital expenditures will total approximately \$3.0 million in 2007. We anticipate that these capital expenditures will be primarily for the purchase of testing equipment and office equipment.

**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 at our facilities in Tel Aviv, Israel. As of December 31, 2006, our research, development and engineering staff consisted of 108 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. We leverage our research and development capabilities through the use of specialized outside design firms. Our research and development projects currently in process include improvements to our existing SONET/SDH products, extensions to our emerging IP-based networking product lines and development of new technologies to support future product concepts. In addition, our engineers continually work to

**Table of Contents**

redesign our products with the goal of improving their manufacturability and testability while reducing costs.

**Intellectual Property**

See: Item 4. History and Development of the Company Intellectual Property.

**Off Balance Sheet Arrangements**

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

**Tabular Disclosure of Contractual Obligations**

| <i>Contractual Obligations</i>           | <i>Total</i> | Payments due by period (in thousands of dollars) |                  |                  | <i>More than 5 years</i> |
|--|--------------|--|------------------|------------------|--------------------------|
|  |              | <i>Less than 1 year</i>                          | <i>1-3 years</i> | <i>3-5 years</i> |                          |
| Operating Lease Obligations <sup>1</sup> | 3,203        | 1,514  | 1,337            | 196              | 156                      |
| Purchase Obligations <sup>2</sup>        | 28,854       | 28,854   |                  |                  |                          |
| Obligation to OCS                        | 11,887       | 3,963  | 7,924            |                  |                          |
| Other long-term commitment <sup>3</sup>  | 1,815        | 1,815  |                  |                  |                          |
| Total                                    | 45,759       | 36,146   | 9,261            | 196              | 156                      |

1. Consists of operating leases for our facilities and for vehicles.
2. Consists of all outstanding purchase orders for our products.
3. Our obligation for accrued severance pay under Israel's Severance Pay Law as of December 31, 2006 was approximately \$4.3 million, of which approximately \$2.5 million was funded through deposits in severance pay funds, leaving a net obligation of approximately \$1.8 million.

**Recently Issued Accounting Standards**

In June 2006, the FASB issued Interpretation 48, Accounting for Uncertainty in Income Taxes, or FIN 48, an interpretation of FASB Statement 109, Accounting for Income Taxes. The Interpretation addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FIN 48, a company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

**Table of Contents**

FIN 48 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. FIN 48 applies to all tax positions related to income taxes subject to SFAS 109. This includes tax positions considered to be routine as well as those with a high degree of uncertainty. FIN 48 specifically prohibits the use of a valuation allowance as a substitute for de-recognition of tax positions. The provisions of FIN 48 are effective beginning January 1, 2007. We are subject to tax assessment for the tax year 2002 and all subsequent years for Israeli tax purposes. We are also subject to examination in various state jurisdictions, none of which was individually material. We adopted this new interpretation effective January 1, 2007. The adoption of FIN 48 did not have a significant impact on our consolidated financial position, results of operations or liquidity.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, *Financial Statements – Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*, or SAB 108. SAB 108 requires companies to quantify the impact of all correcting misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. SAB 108 is effective for fiscal years ending after November 15, 2006. The adoption of SAB 108 did not have any impact on our consolidated financial statements.

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*, or SFAS 157. This Standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We are currently assessing the impact that SFAS 157 will have on our consolidated financial statements.

In February 2007, the FASB issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, or SFAS 159. SFAS 159 permits companies to choose to measure certain financial instruments and certain other items at fair value. The Standard requires that unrealized gains and losses on items for which the fair value option has been elected be reported in earnings. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years, although earlier adoption is permitted. We are currently assessing the impact that SFAS 159 will have on our consolidated financial statements.

**Table of Contents****ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****Directors and Senior Management**

The following table lists our current directors and senior management:

| <b>Name</b>      | <b>Age</b> | <b>Position</b>   |
|------------------|------------|---|
| Zohar Zisapel    | 58         | Chairman of the Board of Directors                      |
| Ira Palti        | 49         | President and Chief Executive Officer                   |
| Naftali Idan     | 55         | Executive Vice President and Chief Financial Officer    |
| Shlomo Tenenberg | 52         | Executive Vice President, Worldwide Marketing and Sales |
| Hillik Rave      | 55         | Executive Vice President, Worldwide Operations          |
| Sharon Ganot     | 38         | Vice President, Human Resources                         |
| Udi Gordon       | 40         | Executive Vice President, Research and Development      |
| Norman Kotler    | 55         | General Counsel and Corporate Secretary                 |
| Joseph Atsmon    | 58         | Director  |
| Yael Langer      | 42         | Director  |
| Yair E. Orgler   | 67         | Director  |
| Avi Patir        | 58         | Director  |

*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 has served as chairman since 1998. Mr. Zisapel serves as chairman of two other public companies – RADVision Ltd. and RADCOM Ltd. – and as chairman or director of several private companies. Mr. Zisapel previously served as head of the electronics research and development department in the Israeli Ministry of Defense. Mr. Zisapel received a B.Sc. and an M.Sc. in electrical engineering from the Technion, Israel Institute of Technology 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 the 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.

**Table of Contents**

*Naftali Idan* has served as our Executive Vice President and Chief Financial Officer since August 2004. Prior to joining Ceragon, Mr. Idan was Senior Vice President, Chief Financial Officer at Floware Wireless Systems Ltd. from 2000 to 2001. From 1993 to 1999, he was the Executive Vice President and Chief Financial Officer of Tecnomatix Technologies Ltd. Prior to joining Tecnomatix, Mr. Idan was with Optrotech Ltd. from 1985 to 1992, where he held several positions in finance, the last one being Vice President, Finance & Administration of its US subsidiary. Prior to that, Mr. Idan served in various financial roles in both US and Israeli firms. Mr. Idan received a B.A. in accounting and economics from Tel Aviv University in Israel and an M.B.A. from De Paul University in Chicago, and is a certified public accountant in Israel.

*Shlomo Tenenberg* has served as our Executive Vice President, Worldwide Marketing and Sales since October 2002. From July 1998 until October 2002, he served as our Vice President of Marketing and Sales. From March 1994 to July 1998, Mr. Tenenberg served as the Vice President of Nexus Telocation Systems Ltd. From October 1989 until March 1994, Mr. Tenenberg was the Marketing Manager at ECI Telecom Ltd. Mr. Tenenberg received a B.Sc. in electrical engineering and electronics from Ben Gurion University and an M.B.A. from Tel Aviv University.

*Hillik Rave* has served as our Executive Vice President, Worldwide Operations since December 2005. Prior to joining the Company, Mr. Rave served as Vice President of Operations & Engineering at ECI Telecom Ltd. in its Optical Networks Division from 2000 to 2005. From 1996 to 2000 he served as Associate Vice President Commercial at ECI Telecom. Prior to joining ECI Telecom, he held management positions at Telrad, Rabintex, Scitex and ATA from 1985 to 1996. Mr. Rave received a B.A. in industrial engineering and an M.B.A. in Business and Industrial Management from Ben-Gurion University.

*Sharon Ganot* has served as our Vice President, Human Resources since March 2000. From December 1999 until March 2000, Ms. Ganot was the manager of our human resources department. From April 1994 until December 1999, she was a personnel recruiter and training manager with RAD Data Communications Ltd. Ms. Ganot received a B.A. in psychology and an M.A. in industrial studies from Tel Aviv University.

*Udi Gordon* has served as our Vice President, Research and Development since July 2003. From 1997 until June 2003, he served as a senior manager in our research and development department. From 1990 until 1997, Mr. Gordon served in the electronic research and development department in the Israeli Ministry of Defense. Mr. Gordon received a B.Sc. in electrical engineering from the Technion, Israel Institute of Technology (cum laude) and an M.B.A. from Bar-Ilan University.

*Norman Kotler* has served as our General Counsel and Corporate Secretary since August 2004. Prior to joining Ceragon, Mr. Kotler was General Counsel and Corporate Secretary at Sapiens International Corporation (2003-2004) and Aprion Digital Ltd. (2001-2003). From 1989 to 2001, Mr. Kotler was the chief legal advisor at ECI Telecom Ltd., his last position there being Associate Vice President, Legal Affairs and Corporate Secretary. Before joining ECI Telecom, Mr. Kotler was associated with law firms in Israel and in Phoenix, Arizona. Mr. Kotler received a J.D. from University of Arizona, an M.A. in history from University of Toronto and a B.A. in history from York University (Toronto).



**Table of Contents**

*Joseph Atsmon* has served as a director since July 2001. Mr. Atsmon has also served as a director of Nice Systems Ltd. since July 2001, of RADVision Ltd. since June 2003 and of VocalTec Communications Ltd. since December 2005. 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, Israel Institute of Technology. Mr. Atsmon is one of our independent directors for the purposes of the Nasdaq Marketplace Rules (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 and other companies in the RAD-BYNET group. 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 Bank Hapoalim, B.M., Israel Chemicals Ltd., Atidim-High Tech Industrial Park Ltd., Dead Sea Bromine Company Ltd., Bromine Compounds Ltd. and Itamar Medical Ltd. Other public positions held by Prof. Orgler in recent years include: 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 business 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.

*Avi Patir* has served as an external director since March 2007. Mr. Patir is Senior Vice President for WiMAX at MIRS Communications Ltd., a wholly-owned subsidiary of Motorola Israel Ltd. 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, 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

**Table of Contents**

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. Prior to that, Mr. Patir served for many years in the Israeli Defense Forces, retiring as a full Colonel. Mr. Patir has been a board member of, among others, Bezeq International, Pelephone Communications and Satlink Communications. 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.

**Compensation of Directors and Senior Management**

The following table presents all compensation we paid to all of our directors and senior management as a group for the year ended December 31, 2006. The table does not include any amounts we paid to reimburse any of such persons for costs incurred in providing us with services during this period.

|  | Salaries, fees,<br>commissions<br>and<br>bonuses | Pension,<br>retirement<br>and other similar<br>benefits |
|--|--|---|
| All directors and senior management as a group, consisting of 17 persons | \$ 1,680,000                                     | \$ 400,000  |

During 2006, we granted to our directors and senior management options to purchase 262,500 ordinary shares, in the aggregate, range of exercise prices of \$3.89 to \$5.39 per share. The options expire 10 years after grant.

Other than reimbursement for expenses, and the award of share options, we do not compensate our directors for serving on our board of directors. For more information, please see The 2003 Share Option Plan below and Note 9 to our Consolidated Financial Statements included as Item 18 in this annual report.

**Board Practices*****Board of Directors***

Our Articles of Association authorize our board of directors to consist of a minimum of five and a maximum of nine members. Our board of directors presently consists of five members. The board retains all the powers in running our company that are not specifically granted to the shareholders. 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 each resolution must be passed by a vote of at least a majority of the directors present when the resolution is put to vote and voting thereon. According to our Articles of Association, unless otherwise unanimously decided by our board of directors, a quorum of directors is at least a majority of the directors then in office (but not less than two directors). Our board of directors may elect one director to serve as the chairman of the board to preside at the meetings of the board of directors, and may also remove such director as chairman. Minutes of the meetings are recorded and kept at our offices.

**Table of Contents**

***Terms of Directors***

Our Articles of Association provide that directors, other than our external directors described below, are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented at that meeting and voting thereon. In accordance with the provisions of the Companies Law, each of our external directors, as further described below, serves a three-year term, which may be extended by additional three-year terms. At the annual general meeting of shareholders in September 2004, our Articles of Association were amended to provide for a classified board of directors. The board of directors is presently divided into two classes: Class I and Class II. Each director (other than an external director), when and however elected, will be designated as a member of one of the two classes of directors. The director (other than a director elected to fill a vacancy as permitted under our Articles of Association) will serve for a term ending on the date of the third annual general meeting following the annual general meeting at which such director was elected. Ms. Langer is currently our Class I director, serving for a term ending at the 2008 annual general meeting. Messrs. Zisapel and Atsmon are currently our Class II directors, serving for a term ending at the 2009 annual general meeting of the shareholders.

If any directors are appointed by the board of directors to fill any vacancy, their appointment must be ratified by the shareholders at the next shareholders meeting following the appointment. Our shareholders may remove a director from office, in certain circumstances subject to the Companies Law. There is no requirement that a director own shares of our company. Directors may appoint alternative directors in their stead, provided that an external director may appoint an alternate director only for a committee of the board of directors on which the appointing external director serves, and provided further that the alternate director so appointed is an external director who has either accounting and financial expertise or professional qualifications in accordance to the qualification of the appointing external director and that such alternate director does not already serve as a member of that committee.

As a company organized in Israel whose ordinary shares are listed for quotation on the Nasdaq Global Market, we are required to comply with the rules of the U.S. Securities and Exchange Commission and the Nasdaq Marketplace Rules applicable to listed companies, as well as with the Companies Law, which is applicable to all Israeli companies. Under the Nasdaq Marketplace Rules, a majority of our directors are required to be independent and, under the Israeli Companies Law, we are required to appoint at least two external directors.

Nasdaq Marketplace Rules permit foreign issuers to follow home country practices in lieu of certain qualitative listing requirements so long as the foreign issuer discloses that it does not follow such qualitative listing requirement and describes the home country practice followed in lieu of such requirement in its reports filed with the SEC. We have decided to follow home country practice in lieu of obtaining shareholder approval for our stock option plans. We seek shareholder approval for the adoption or amendment of share option plans only as required by our share option plans, 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

**Table of Contents**

to directors and controlling shareholders or plans that require shareholder approval for other reasons.

***Independent Directors***

The independence standard under the Nasdaq Marketplace 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, companies incorporated under the laws of Israel whose shares have been offered to the public in or outside of Israel are required to appoint at least two external directors. A person may not be appointed as an external director if he or she or his or her relative, partner, employer or any entity under his or her control has, as of the date of the person's appointment to serve as an external director, or had, during the two years preceding that date, any affiliation with:

the company;

any entity controlling the company at the date of such person's appointment; or

any entity controlled, at the date of such person's appointment or during the two years preceding that date, by the company or by its control shareholder.

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).

According to regulations promulgated under the Companies Law:

A public company may appoint an external director to serve as director in its wholly owned and controlled subsidiaries, subject to certain conditions;

**Table of Contents**

A person who served as an external director in a target company which was merged into the acquiring company shall not be deemed to have an affiliation with the acquiring company;

A person who had an affiliation with a corporation (other than the public company or other corporation under its control) which is under the control of the controlling shareholder of a public company, only in such period in which such controlling shareholder was not the controlling shareholder of the public company, shall not be deemed to have an affiliation during the two years period preceding the date of appointment;

A business or professional relationship shall not be deemed as an affiliation if all of the following conditions are met: (i) the relationship is negligible for both the person who is the nominee to be appointed as an external director and the company; (ii) the relationship commenced prior to such person's appointment; (iii) the audit committee resolved, prior to the appointment, based on facts presented to it, that the condition detailed in clause (i) is fulfilled; and (iv) the existence of a business or professional relationship and the approval of the audit committee were brought to the attention of the shareholders meeting prior to the approval of the appointment.

Yair Orgler and Avi Patir were appointed in 2006 as our external directors. Their terms began in March 2007 and will expire in March 2010.

Pursuant to an amendment to the Companies Law, (1) each external director must have either accounting and financial expertise or professional qualifications and (2) at least one of the external directors must have accounting and financial expertise .

Notwithstanding the foregoing, certain regulations promulgated under the Companies law provide that our company shall not be obligated to appoint an external director who has accounting and financial expertise , if another director with accounting and financial expertise serves on the board of directors and is deemed an independent director eligible to serve as a member of the audit committee according to the Nasdaq Marketplace Rules, and provided further, that all the external directors have professional qualifications . A director with accounting and financial expertise is a director whose education, experience and qualifications 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 must either (i) have an academic degree in economics, business management, accounting, law, public administration or other academic degree or high education in the company's main field of business or which is relevant to his or her office; or (ii) have at least five years' experience in one or more of the following: senior position in the business management of a corporation with substantial business activities, senior public servant, or other seniority in the company's main fields of business.

Our board of directors has determined that Prof. Orgler has the accounting and financial expertise required by the Companies Law, and that Mr. Patir has the required professional qualifications.

**Table of Contents**

No person can serve as an external director if the person's position or other business creates, or may create, conflicts of interest with the person's responsibilities as an external director or may otherwise interfere with the person's ability to serve as an external director.

A director in a public company shall not be appointed as an external director in another public company if at the time of appointment a person who serves as a director of the other public company also serves as an external director of the first public company.

A company may not engage an external director as an office holder and may not employ or receive services from that person for consideration, either directly or indirectly, including through a corporation controlled by that person, for a period of two years from the termination of his or her service as an external director.

***Election of External Directors***

External directors are elected by a majority vote at a shareholders' meeting, provided that either:

at least one third of the shares of non-controlling shareholders voted at the meeting, vote in favor of the election; or

the total number of shares voted against the election of the external director does not exceed one percent of the aggregate voting rights in the company.

The initial term of an external director is three years with respect to a company such as ours may be extended for additional three-year terms by the shareholders, if certain conditions are met. 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). 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 committee, which is required to include all external directors.

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.

***Audit Committee***

***Nasdaq Requirements***

Under the Nasdaq Marketplace Rules, we are required to have an audit committee consisting of at least three independent directors, all of whom are financially literate and one of whom has been determined by the board to be the audit committee financial expert. We have adopted an audit committee charter as required by the Nasdaq Marketplace Rules. The responsibilities of the audit committee under the Nasdaq Marketplace Rules include evaluating the independence of a company's outside auditors. Currently, Messrs. Joseph Atsmon, Yair Orgler and Avi Patir serve on our audit committee, each of whom has been determined by the board to be independent. Mr. Atsmon is the chairman of the audit committee and its financial expert.

**Table of Contents**

The Nasdaq Marketplace 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, subject to certain exceptions. Similarly, the compensation payable to a company's chief executive officer and other executive officers must be approved either by a majority of the independent directors on the board or a compensation committee comprised solely of independent directors, subject to certain exceptions. In July 2005, our board of directors determined that the independent directors would carry out these functions.

*Companies Law Requirements*

Under the 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, but excluding: the chairman of the board of directors;

any controlling shareholder or any relative of a controlling shareholder; and

any director employed by the company or who provides services to the company on a regular basis.

The role of our audit committee is to identify irregularities in the management of our business, in consultation with the internal auditor our independent auditors, and to suggest appropriate courses of action to amend such irregularities. In addition, the approval of our audit committee is required under the Companies Law to effect certain related-party transactions.

The composition of our audit committee satisfies both the Nasdaq Marketplace Rules and the Companies Law requirements.

*Approval of Certain Transactions*

The approval of the audit committee is required (and thereafter, the approval of the board of directors and in certain cases the approval of the shareholders), under the Companies Law to effect specified actions and extraordinary transactions with office holders, third parties (where an office holder has a personal interest in the transaction), extraordinary transactions with controlling parties, and extraordinary transactions with a third party (where a controlling party has a personal interest in the transaction), including a private placement in which the controlling shareholder has a personal interest, or any transaction with the controlling shareholder or his relative regarding terms of service and employment. A relative is defined in the Companies Law as spouse, sibling, parent, grandparent, descendant, spouse's descendant and the spouse of any of the foregoing.

In addition, the approval of the audit committee is required (and thereafter, the approval of the board of directors and of the shareholders, in that order) under the Companies Law, 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 are 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,

**Table of Contents**

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 shareholder that votes on the approval of such private placement must inform the company, prior to the voting, whether such shareholder has a personal interest in the approval of such transaction; if such shareholder does not so inform the company, such shareholder's vote on the approval of the transaction will be disregarded.

A controlling party is defined 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.

The audit committee may not approve an action or an extraordinary transaction discussed above unless at the time of approval the two external directors are serving as members of the audit committee and at least one of them is present at the meeting in which an approval was granted. The Companies Law defines the term interested party to include a person who holds 5% or more of the company's outstanding share capital or voting rights, a person who has the right to appoint one or more directors or the general manager, or any person who serves as a director or as the general manager.

Audit 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. In addition, any contract between the company and any of its directors relating to the service or employment of the director must be approved by the audit committee, the board of directors and, unless certain conditions specified by regulations promulgated under the Companies Law are met, the shareholders, in such order.

***Remuneration of Directors***

Directors' remuneration requires the approval of the audit committee, the board of directors and the shareholders (in that order) except for reimbursement of reasonable expenses incurred in connection with traveling to the board of directors' meetings. However, according to regulations promulgated under the Companies Law with respect to the remuneration of external directors, the audit committee and shareholder's approval may be waived if the remuneration to be paid to the external directors is in the exact amounts set forth in the regulations. Additionally, according to other regulations promulgated under the Companies Law, shareholders' approval for directors' compensation and employment arrangements is not required if both the audit 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 regulations promulgated under the Companies Law regarding remuneration of external directors; provided however that no holder of



**Table of Contents**

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.

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.

***Option Committee***

Our option committee administers our 1996 Key Employee Share Incentive Plan, our 1997 Affiliate Employee Option Plan and our 2003 Share Option Plan. The members of the option committee are Messrs. Zisapel and Patir. The board of directors has delegated to the option committee the authority to grant options under the 1996, 1997 and 2003 option plans, and to act as the share incentive committee pursuant to those plans, provided that such grants are within the framework determined by the board.

***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. 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 our existing and foreseeable obligations as they become due. Dividends may be paid in cash, assets, shares, debentures or debentures stock of our company or of other companies. For further information, please see Financial Information Dividends.

***Internal Auditor***

Under the Companies Law, the board of directors of a public company must appoint an internal auditor proposed by the audit committee. 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 audit committee convene an audit committee meeting, and the internal auditor may participate in all audit committee meetings. Under the Companies Law, 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. We have appointed Gideon Duvshani, C.P.A., as our internal auditor.

***Fiduciary Duties of Office Holders***

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 care includes a duty to use reasonable means to obtain:

**Table of Contents**

information regarding the advisability of a given action submitted for his or her approval or performed by him or her by virtue of his or her position; and

all other important information pertaining to these actions.

The duty of loyalty of an office holder is a duty to act in good faith and for the benefit of the company, and includes a duty to:

refrain from any conflict of interest between the performance of his or her duties in the company and any other of his or her other duties or his or her personal affairs;

refrain from any activity that is competitive with the company;

refrain from exploiting any business opportunity of the company to receive a personal gain for himself or herself or others; and

disclose to the company any information or documents relating to a company's affairs which the office holder has received due to his or her position as an office holder.

***Approval of Specified Related Party Transactions under Israeli Law***

Under the Companies Law, the approval of the board of directors (and in certain cases also the preliminary approval of the audit committee) is required for all compensation arrangements of office holders who are not directors, and directors' compensation arrangements require the approval of the audit committee, the board of directors and the shareholders, in that order.

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 (as described above) if:

the office holder acts in good faith and the act or its approval does not cause harm to the company; and

the office holder discloses the nature of his or her interest in the transaction to the company in 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 disclose to the company, promptly, and, in any event, not later than the first board meeting at which the transaction is discussed, any direct or indirect 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 descendants and the spouses of any of these people; or

**Table of Contents**

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.

Under the Companies Law, an extraordinary transaction is 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.

The Companies Law does not specify to whom within the company nor the manner in which required disclosures are to be made. We require our office holders to make such disclosures to our board of directors.

Under the Companies Law, once an office holder complies with the above disclosure requirement, the board of directors may approve a transaction between the company and an office holder, or a third party where the office holder has a personal interest in the transaction, unless the articles of association provide otherwise. A transaction that is adverse to the company's interest may not be approved.

If the transaction is an extraordinary transaction, first the audit committee and then the board of directors, in that order, must approve the transaction. Under specific circumstances, shareholder approval may also be required. A director who has a personal interest in a transaction, which is considered at a meeting of the board of directors or the audit committee, generally may not be present at this meeting or vote on this matter, unless a majority of the board of directors or the audit 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.

*Disclosure of Personal Interests of a Controlling Shareholder*

Under the Companies Law, the disclosure requirements which apply to an office holder also apply to a controlling shareholder of a public company. A controlling shareholder includes for this purpose a person with the ability to direct the actions of a company or a shareholder that holds 25% or more of the voting rights in a public company if no other shareholder owns more than 50% of the voting rights 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.

Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, including a private placement in which the controlling shareholder has a personal interest, and the engagement of a controlling shareholder as an office holder or employee, require the approval of the audit 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:

at least one-third of the shares of shareholders who have no personal interest in the transaction and who are present and voting (in person or by proxy or written ballot), vote in favor; or

**Table of Contents**

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

With respect to the aforementioned transaction, any shareholder participating in the vote 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 not be counted.

In accordance with regulations promulgated under the Companies Law, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholders' approval, subject to the existence of one of the following circumstances, which existence was approved by the audit committee and then by the board of directors, such circumstances exist when a contemplated transaction: (i) may involve the extension of an existing transaction that was duly approved in accordance with the provisions of the Companies Law and does not involve any significant change in the terms of the existing transaction and other related circumstances or the change is solely for the benefit of the company; (ii) is solely for the benefit of the company; (iii) is with the controlling shareholder or another person in which the controlling shareholder has an interest and the transaction is in accordance with the terms of a framework transaction that was duly approved under the provisions of the Companies Law, such framework transaction allowing the company to execute transactions, in the ordinary course of business, of similar type, period and such other terms detailed in the framework transaction; (iv) is with the controlling shareholder or another person in which the controlling shareholder has an interest, the purpose of which is a transaction with a third party or a joint proposal to enter into a transaction with a third party, and the terms of the transaction that apply to the company are not materially different from the terms that apply to the controlling shareholder or an entity controlled by him or her (while taking into account the extent of their respective involvement in the transaction); or (v) is among companies under the common control of a controlling shareholder, or between a public company and the controlling shareholder or another person in which the controlling shareholder has a personal interest, and the transaction is on market terms, within the ordinary course of business and does not harm the company. Additionally, employment and compensation arrangements for an office holder that is a controlling shareholder in a public company and the purchase of an insurance policy for such controlling shareholder or its relative do not require shareholders' approval if certain criteria are met, as approved by the audit committee and the board of directors. The foregoing exemptions from shareholders' approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of a public company or of such company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company pursuant to the requirements of the Israeli Securities Law. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

In addition, under the Companies Law, each shareholder has a duty to act in good faith in exercising his rights and fulfilling his obligations toward the company and other shareholders and to refrain from abusing his power in the company, such as shareholder votes. Further, specified shareholders have a duty of fairness toward the company. These shareholders include any controlling shareholder, any shareholder who knows that he or she possesses the power to

**Table of Contents**

determine the outcome of a shareholders' vote, and any shareholder who, pursuant to the provisions of the Articles of Association, has the power to appoint or to prevent the appointment of an office holder or any other power toward the company. However, the Companies Law does not define the substance of this duty of fairness.

*Exculpation, Insurance and Indemnification of Directors and Officers*

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 the liability of any of our office holders concerning an act performed by him or her in his or her capacity as an office holder for:

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; or

a financial liability imposed upon him or her in favor of another person.

*Exculpation and Indemnification of Office Holders*

Our Articles of Association provide that, subject to the provisions of the Companies Law, we may indemnify any of our office holders against an act performed in his or her capacity as an office holder, including indemnity for the following:

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, expended by the office holder as a result of an investigation or proceeding instituted against him by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against him and either (i) concluded without the imposition of any financial liability in lieu of criminal proceedings or (ii) concluded with the imposition of a financial liability in lieu of criminal proceedings but relates to a criminal offense that does not require proof of criminal intent; and

**Table of Contents**

reasonable litigation expenses, including attorneys' fees, expended by the office holder or charged to him or her by a court, resulting from the following: proceedings we institute against him or her or instituted on our behalf or by another person; a criminal indictment from which he or she was acquitted; or a criminal indictment in which he or she was convicted for a criminal offense that does not require proof of intent.

***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 audit committee and our board of directors and, with respect to an office holder who is also a controlling shareholder or a director, also by our shareholders.

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. This policy was approved by our board of directors and by our shareholders. Our Directors and Officers insurance policy for the period commencing on July 9<sup>th</sup> 2007 and ending on July 8<sup>th</sup> 2008 has been approved by our audit committee and our board of directors, and is scheduled to be approved at our Annual General Meeting which shall be held on October 25<sup>th</sup> 2007 at our offices in Israel. 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.

***Mergers and Acquisitions under Israeli Law***

The Companies Law includes provisions that allow a merger transaction and requires that each company that is a party to the merger have the transaction approved by its board of directors and a vote of the majority of its shares. However, with respect to companies, such as ours, which were incorporated prior to the Companies Law coming into effect, shareholders' approval must be obtained by holders of at least 75% of the shares participating at the shareholders' meeting and voting thereon, not taking into account any abstentions. In accordance to the Companies Law, a shareholders' meeting may resolve that a lower majority will be required for the approval of a merger, provided that such resolution is approved by holders of at

**Table of Contents**

least 75% of the shares participating at the shareholders meeting and voting thereon, not taking into account any abstentions.

The board of directors of any merging company contemplating whether to approve a merger must determine, in light of the financial condition of the merging companies, whether in its opinion 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. If such reasonable concern exists, the board of directors will not authorize the merger.

For purposes of the shareholders vote of each party, the merger will not be deemed approved if shares, representing a majority of the voting power present at the shareholders meeting and which are not held by the other party to the merger (or by any person who holds 25% or more of the voting power or the right to appoint 25% or more of the directors of the other party), vote against the merger (the dissenting shares). If a person holds at least 25% of the voting shares or 25% of the rights to appoint directors in both merging companies, the aforementioned limitation shall apply with respect to both merging companies. If the transaction would have been approved but for the objection of the dissenting shares, a court may still approve the merger upon the request of holders of at least 25% of the voting rights of a company, if the court holds that the merger is fair and reasonable, taking into account the valuation of each of the parties to the merger and the consideration offered to the shareholders.

Upon the request of a creditor of either party to 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 proposals for approval of the merger were filed with the Israeli Registrar of Companies by each merging company and (ii) 30 days have passed since the merger was approved by the shareholders of each merging company.

A merger is not subject to shareholders approval (i) of the target company if such target company is a wholly-owned subsidiary of the acquiring company; (ii) of the acquiring company if (a) the merger does not involve an amendment to the acquiring company's articles of association or memorandum of association, and (b) the acquiring company does not issue within the framework of the merger more than 20% of voting rights (for that matter only any securities held by such person which may be converted or exercised into shares shall be deemed to be converted or exercised, as applicable), and (c) no person will become, as a result of any issuance of securities in the acquiring company within the framework of the merger, a controlling shareholder, and (iii) if no circumstances which enable the dissenting shareholders to deny approval of the merger (as detailed above) exist.

**Special Tender Offer.** 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 25% or more of the voting power in the company. This rule does not apply if there is already another holder of 25% or more of the voting power in the company. Similarly, the Companies Law 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 45% or more of the voting power in the company, unless there is

**Table of Contents**

already a holder of 45% or more of the voting power in the company. These requirements do not apply if, in general, the acquisition (1) was made in a private placement that received shareholders' approval (including approval of the purchaser becoming a holder of 25% or more, or 45% or more, of the voting power in the company, unless there is already a holder of 25% or more, 45% or more, respectively, of the voting power in the company), (2) was from a holder of 25% or more of the voting power in the company which resulted in the acquirer becoming a holder of 25% or more of the voting power in the company, or (3) was from a holder of 45% or more of the voting power in the company which 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 offeror 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 offeror and (ii) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer.

**Full Tender Offer.** The Companies Law also provides that 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 less than 5% of the outstanding shares are not tendered in the tender offer, all the shares that the acquirer offered to purchase will be transferred to the acquirer. The Companies Law provides for appraisal rights if any shareholder who was an offeree in the tender offer files a request in court within three months following the consummation of a full tender offer. If more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire shares in the tender offer that will cause his shareholding to exceed 90% of the outstanding shares. Shares acquired in violation of these provisions become dormant and cease to confer any rights upon their holder as long as the shares are held by the acquirer.

**Regular Tender Offer.** According to regulations promulgated under the Israeli Securities Law, an action of an offeror which is intended to persuade the public to sell to the offeror securities, including securities which may be converted or exercised into shares of a public company, constituting more than 5% of such registered securities, within any 6 months period, but excluding the acquisition of such securities on a stock exchange, must be made by a way of a tender offer directed to all such securities holders on equal terms.

Any tender offer must be made by a written document and meet specific requirements set forth in the regulations promulgated under the Israeli Securities Law. However, such regulations set forth with respect to a tender offer which is subject, in addition to the Israeli regulations, to the law of the foreign state in which such company's shares have been offered to the public or are registered for trade on a stock exchange, including the rules and guidelines applicable in such stock exchange, the tender offer may be exempt from any provision of the regulations if the chairman of the Israeli Securities Authority concludes that such provision may be detrimental to the tender offer and the waiver of such provision will not be detrimental to a reasonable offeree.

Israel tax law treats share-for-share acquisitions between an Israeli company and another company less favorably than does U.S. tax law. For example, Israeli tax law may, under certain circumstances, subject a shareholder who exchanges his or her ordinary shares for shares in



**Table of Contents**

another corporation to taxation prior to the sale of the shares received for such share-for-share swap.

**Employees**

As of December 31, 2006, we had 304 employees worldwide, of whom 108 were employed in research, development and engineering, 132 in sales and marketing, 28 in management and administration and 36 in operations. Of these employees, 220 were based in Israel, 20 were based in the United States, 14 were based in Europe, 16 were based in Latin America and 34 were based in Asia-Pacific. We have employment agreements with all of our employees.

As of December 31, 2005, we had 276 employees worldwide, of whom 105 were employed in research and development, 97 in sales and marketing, 28 in management and administration and 46 in operations. Of these employees, 217 were based in Israel, 17 were based in the United States, 11 were based in Europe, 9 were based in Latin America and 22 were based in Asia-Pacific.

As of December 31, 2004, we had 260 employees worldwide, of whom 94 were employed in research and development, 74 in sales and marketing, 18 in management and administration and 74 in operations. Of these employees, 217 were based in Israel, 14 were based in the United States, 10 were based in Europe, 5 were based in Latin America and 14 were based in Asia-Pacific.

We and our employees are not parties to any collective bargaining agreements. However, with respect to our Israeli employees, we are subject to Israeli labor laws, regulations and collective bargaining agreements between the Histadrut, the General Federation of Labor in Israel, and the Coordination Bureau of Economic Organizations, including the Industrialists Association, by extension orders of the Israeli Ministry of Labor and Welfare, as are in effect from time to time with respect to our Israeli employees. These laws and regulations principally concern matters such as paid annual vacation, paid sick days, length of the workday and work week, minimum wages, payment for overtime, payment during reserve duty, insurance for work-related accidents, severance payments and other conditions of employment. Generally, we provide our employees with benefits and working conditions above the legally required minimums.

Israeli law generally requires severance pay upon the retirement or death of an employee or termination without due cause. We currently fund a partial amount of the severance obligations by making monthly payments in the amount of 8.33% of an employee's monthly wages to approved pension funds or insurance policies.

Furthermore, we and our employees are required 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. The total payments to the National Insurance Institute are equal to approximately 17.68% of an employee's salary (up to a maximum amount), of which the employee contributes approximately 12.00% and the employer contributes approximately 5.68% of the salary.

**Table of Contents**

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 Israeli law.

Our employees are covered by a managers insurance, which provides life and pension insurance coverage with customary benefits to employees, including retirement and severance benefits. We contribute 13.33% of the employee's base salary (which includes a severance amount) to managers insurance fund and the employees contribute 5.00% of their base salary to such funds. In addition, our employees are entitled to an advanced education fund. We contribute 7.50% of the employees' base salary and the employees contribute 2.50% of their base salary to such fund.

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

The employees of our 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 share options held, by our directors and senior management as of March 31, 2007. The percentage of outstanding ordinary shares is based on 27,851,229 ordinary shares outstanding as of March 31, 2007.

| Name   | Number of<br>Ordinary<br>Shares | Percentage<br>of<br>Outstanding | Number of<br>Share<br>Options | Range of<br>Exercise Prices   |
|--|---------------------------------|---------------------------------|-------------------------------|-------------------------------|
|  |                                 | Ordinary<br>Shares              | Held <sup>(1)</sup>           | per Share of<br>Share Options |
| Zohar Zisapel  | 3,080,220                       | 11.1                            | 340,000                       | \$2.00-\$11.75                |
| Ira Palti  | 0                               | 0                               | 800,000                       | \$ 4.49-\$5.47                |
| All directors and senior management as a group, consisting of 12 people <sup>(2)</sup> | 3,085,072                       | 11.1                            | 2,652,400                     | \$1.15-\$13.00                |

(1) Each share option is exercisable into one ordinary share, and expires 10 years from the date of its grant.

(2) 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, 2007 (including options held by each such person and which are vested or shall become vested within 60 days of March 31, 2007) and have therefore not been separately disclosed.

**Share Option Plans**

***1996 Key Employee Share Incentive Plan***

In August 1996, we adopted our Key Employee Share Incentive Plan. We ceased granting options under this plan as of December 31, 2002 in light of the adoption of our 2003 share option

**Table of Contents**

plan and a change in applicable Israeli tax laws, although options granted under this plan before December 31, 2002 are still valid subject to the plan. Employees of our company and our subsidiaries or affiliates belonging to the RAD-BYNET group were eligible to participate in the plan. The option committee of our board of directors administers the plan as the share incentive committee under the plan. No options may be granted to any person serving on the option committee or to any person who is or will become as a result of an option grant one of our controlling shareholders. The options expire five to ten years from the date of grant. The following table presents option grant information for this plan as of May 31, 2007:

| <b>Ordinary shares reserved<br/>for option grants</b> | <b>Options outstanding</b> | <b>Weighted average<br/>exercise price</b> |
|---|----------------------------|--|
| 588,650   | 588,650                    | \$ 6.38                                    |

***Affiliate Employees Option Plan***

In May 1997, we adopted our affiliate employees option plan. We ceased granting options under this plan as of February 2003 in light of the adoption of our 2003 share option plan and a change in applicable Israeli tax laws, although options granted under this plan before February 2003 are still valid subject to the plan. This plan has terms that are substantially identical to the terms of the 1996 key employee share incentive plan. The option committee of our board of directors administers the plan. Our employees, directors and officers, and consultants of our company, its subsidiaries and its RAD-BYNET affiliates, were eligible to participate in the plan. No options may be granted to any person serving on the option committee or to any person who is or will become as a result of an option grant one of our controlling shareholders. The options expire five to ten years from the date of grant. The following table presents option grant information for this plan as of May 31, 2007:

| <b>Ordinary shares reserved<br/>for option grants</b> | <b>Options outstanding</b> | <b>Weighted average<br/>exercise price</b> |
|---|----------------------------|--|
| 656,001   | 656,001                    | \$ 4.76                                    |

In September 2003, our shareholders approved the transfer of all unissued shares previously reserved by our shareholders for option grants for which no options were granted under the 1996 Key Employee Share Incentive Plan and the Affiliate Employees Option Plan for grants pursuant to the 2003 Share Option Plan.

***The 2003 Share Option Plan***

In September 2003, our shareholders approved and adopted our 2003 share option plan. This plan complies with changes in Israeli tax law that were 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 the

**Table of Contents**

U.S. Tax Code. Our worldwide employees, directors, consultants and contractors are eligible to participate in this plan. The option committee of our board of directors administers the plan. Generally, the options expire ten years from the date of grant. The option committee has an authority 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. 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. This plan has been approved by the Israeli Tax Authority as is required by applicable law. The following table presents option grant information for this plan as of May 31, 2007.

| <b>Cumulative Ordinary<br/>Shares Reserved for<br/>Option Grants</b> | <b>Remaining Reserved<br/>Shares Available for<br/>Options Grants</b> | <b>Options<br/>Outstanding</b> | <b>Weighted Average<br/>Exercise Price</b> |
|--|---|--------------------------------|--|
| 11,728,537   | 154,313   | 4,041,533                      | \$ 4.76                                    |

The following table presents certain option grant information concerning the distribution of options (granted under all three plans of the Company) among directors and employees of the Company:

|  | <b>Options<br/>outstanding</b> | <b>Unvested<br/>Options</b> |
|--|--------------------------------|-----------------------------|
| Directors and senior management        | 1,746,875                      | 1,161,125                   |
| All other grantees<br><i>Amendment</i> | 3,539,309                      | 1,368,674                   |

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.

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****Major Shareholders**

The following table sets forth share ownership information as of March 31, 2007 (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

**Table of Contents**

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.

Unless otherwise noted below, each shareholder's address is 24 Raoul Wallenberg St., Tel Aviv 69719, Israel.

| <b>Name</b>   | <b>Number of<br/>Ordinary<br/>Shares</b> | <b>Percentage of<br/>Outstanding<br/>Ordinary<br/>Shares<sup>1</sup></b> |
|---|--|--|
| Zohar Zisapel (2)   | 3,420,220                                | 12.1%  |
| Yehuda Zisapel (2)  | 2,838,000                                | 10.2%  |
| HarbourVest International Private Equity Partners III Direct Fund,<br>L.P.(3) | 1,409,175                                | 5.1%   |

(1) Based on 27,851,229 ordinary shares issued and outstanding as of March 31, 2007.

(2) Yehuda Zisapel and Zohar Zisapel are brothers.

(3) The sole general partner of HarbourVest International Private Equity Partners III-Direct Fund, L.P. is HIPEP III-Direct Associates L.L.C., the managing member of which is HarbourVest Partners, LLC.

The address of HarbourVest is One Financial Center, Boston, Massachusetts 02111, U.S.A.

The members of HIPEP III

Direct

Associates

L.L.C. and

HarbourVest

Partners LLC

may be deemed

to have an

indirect

pecuniary

interest (within

the meaning of

Rule 16a-1

under the

Exchange Act)

in an

indeterminate

portion of the

shares

beneficially

owned by

HarbourVest

International

Private Equity

Partners

III-Direct Fund,

L.P. Such

members

disclaim

beneficial

ownership of

these shares

within the

meaning of

Rule 13d-3 of

the Exchange

Act.

As of June 11, 2007, approximately 82% of our ordinary shares were held in the United States and there were 48 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 since 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 81% of our outstanding ordinary shares as of said date).

#### **Related Party Transactions**

*The RAD-BYNET Group of Companies*

Yehuda Zisapel is a principal shareholder and Zohar Zisapel is Chairman of our board of directors and a principal shareholder of our company. They are brothers who do not vote as a group and do not have a voting agreement who, as of March 31, 2007, together control 22.3% of



**Table of Contents**

our company. Individually or together, they are also founders, directors and 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 and pharmaceutical companies:

|                                 |   |                       |
|---------------------------------|---|-----------------------|
| AB-NET Communications Ltd.      | Packetlight Networks Ltd.                         | RADVision Ltd.        |
| BYNET Data Communications Ltd.  | RAD-Bynet Properties and Services (1981) Ltd.     | RADWARE Ltd.          |
| BYNET Electronics Ltd           | RADCOM Ltd.                                       | RADWIN Ltd.           |
| BYNET SEMECH (Outsourcing) Ltd. | RAD Data Communications Ltd. and its subsidiaries | RIT Technologies Ltd. |
| BYNET Systems Applications Ltd. | RADLive Ltd.                                      | SANRAD Inc.           |
| Channellot Ltd.                 |   | SILICOM Ltd.          |
| Commex Technologies Inc.        |   | WISAIR Inc.           |

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

Mr. Atsmon, one of our directors, also serves as a director of RADVision Ltd., another company in the RAD-BYNET group.

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 legal, management information systems, marketing, and administrative services, and we reimburse each company for its costs in providing these services. The aggregate amount of these expenses was approximately \$246 thousand in 2006.

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 board of directors and audit committee. 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*

**Table of Contents**

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 is approximately 40,000 square feet in size. The lease for this facility is valid until May 2008. Additionally, we lease space for our U.S. headquarters from a real estate holding company controlled by Yehuda Zisapel and Zohar Zisapel. This facility is approximately 5,100 square feet in size. The lease for this facility is valid until September 2008. The aggregate amount of rent and maintenance expenses related to these properties was approximately \$400 thousand in 2006.

*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 \$3.0 million for the year ended December 31, 2006.

*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 14,581,500 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 majority 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 shareholder groups had the right to make a single demand for the registration of their ordinary shares outstanding at the time of the initial public offering. The last expiry of these demand registration rights occurred during 2005. In addition, 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 2006, 97% of our sales were to customers located outside of Israel.

**Table of Contents**

**Legal Proceedings**

We are not a party to any material legal proceedings, nor have there been any material legal proceedings in which any of our directors, members of senior management, or affiliates is either a party adverse to us or has a material interest adverse to us. There are no material legal or governmental proceedings which we know to be pending against us.

**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.

**No Significant Changes**

No significant changes to Ceragon's financial condition have occurred since the date of the annual financial statements included herein.

**Table of Contents****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.

The table below sets forth for the periods indicated the high and low prices of our ordinary shares as reported on Nasdaq.

|                                 | <b>Ordinary Shares</b> |            |
|---------------------------------|------------------------|------------|
|                                 | <b>High</b>            | <b>Low</b> |
| <b>2002 (Annual)</b>            | \$ 4.80                | \$ 0.88    |
| <b>2003 (Annual)</b>            | 7.55                   | 1.00       |
| <b>2004 (Annual)</b>            | 8.74                   | 3.70       |
| <b>2005 (Annual)</b>            | 6.77                   | 3.40       |
| <b>2006 (Annual)</b>            | 5.74                   | 3.87       |
| <b>2005</b>                     |                        |            |
| First Quarter                   | 6.77                   | 4.76       |
| Second Quarter                  | 5.46                   | 4.10       |
| Third Quarter                   | 5.12                   | 4.30       |
| Fourth Quarter                  | 4.80                   | 3.40       |
| <b>2006</b>                     |                        |            |
| First Quarter                   | 5.19                   | 3.87       |
| Second Quarter                  | 5.59                   | 4.10       |
| Third Quarter                   | 4.72                   | 3.96       |
| Fourth Quarter                  | 5.74                   | 4.20       |
| <b>2007</b>                     |                        |            |
| First Quarter                   | 6.33                   | 5.11       |
| Second Quarter (through May 31) | 9.64                   | 5.55       |

The table below sets forth the high and low market prices for our shares on Nasdaq during the most recent six-month period:

|               | <b>Ordinary Shares</b> |            |
|---------------|------------------------|------------|
|               | <b>High</b>            | <b>Low</b> |
| December 2006 | \$5.55                 | \$ 4.97    |
| January 2007  | 6.33                   | 5.30       |
| February 2007 | 6.27                   | 5.28       |
| March 2007    | 5.77                   | 5.11       |
| April 2007    | 7.19                   | 5.55       |
| May 2007      | 9.64                   | 6.72       |

**Table of Contents**

The table below sets forth for the periods indicated the high and low market prices for our ordinary shares on the TASE from the inception of trading in September 2004. The translation from NIS into U.S. dollars for the applicable period in the following two tables is based on the New York Composite Rate, as published by Bloomberg.

|                                 | <b>High</b> | <b>Low</b> |
|---------------------------------|-------------|------------|
| <b>2004 (4 months)</b>          | \$ 6.36     | \$ 4.35    |
| <b>2005 (Annual)</b>            | 6.67        | 3.46       |
| <b>2006 (Annual)</b>            | 5.70        | 3.79       |
| <b>2005</b>                     |             |            |
| First Quarter                   | 6.69        | 4.86       |
| Second Quarter                  | 5.26        | 4.27       |
| Third Quarter                   | 5.07        | 4.29       |
| Fourth Quarter                  | 4.79        | 3.43       |
| <b>2006</b>                     |             |            |
| First Quarter                   | 5.08        | 3.72       |
| Second Quarter                  | 5.80        | 4.18       |
| Third Quarter                   | 5.03        | 3.71       |
| Fourth Quarter                  | 5.75        | 4.19       |
| <b>2007</b>                     |             |            |
| First Quarter                   | 6.35        | 5.12       |
| Second Quarter (through May 31) | 9.24        | 5.56       |

The table below sets forth the high and low market prices for our shares on the TASE during the most recent six-month period:

|               | <b>High</b> | <b>Low</b> |
|---------------|-------------|------------|
| December 2006 | \$ 5.45     | \$ 4.94    |
| January 2007  | 6.31        | 5.33       |
| February 2007 | 6.35        | 5.26       |
| March 2007    | 5.61        | 5.12       |
| April 2007    | 6.81        | 5.56       |
| May 2007      | 9.24        | 6.72       |

**Markets**

See Offer and Listing Details above.

**ITEM 10. ADDITIONAL INFORMATION**

**Table of Contents**

**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 Securities and Exchange Commission on August 3, 2000, and is incorporated herein by reference. The articles of association as amended in November 2006 are included as Exhibit 1.2 to this annual report.

**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.

*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.

**Table of Contents**

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, unless such shareholder claims a deduction for financing expenses in connection with such shares, in which case the gain will generally be taxed at a rate of 25%. Additionally, if such 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%. Israeli companies are subject to the corporate tax rate on capital gains derived from the sale of publicly-traded shares, unless such companies were not subject to the Inflationary Adjustments Law (or certain regulations) as of August 10, 2005, in which case the applicable tax rate is 25%. However, the foregoing tax rates would not apply to dealers in securities and shareholders who acquired their shares prior to an initial public offering.

The tax basis of publicly-traded shares acquired prior to January 1, 2003, will be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. However, a request may be made to the tax authorities to consider the actual adjusted cost of the shares as the tax basis if it is higher than such average price.

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), provided however that such capital gains are not derived from a permanent establishment in Israel, that such shareholders are not subject to the Inflationary Adjustments Law and that such shareholders did not acquire their shares prior to an initial public offering. 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.

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

**Table of Contents**

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 share dividends, income tax is withheld at source at the following rates: (i) for dividends distributed prior to January 1, 2006 25%; (ii) for dividends distributed on or after January 1, 2006 20%, or 25% 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. As stated earlier, dividends of income generated by an approved enterprise are subject to withholding tax at a rate of 15%.

|  |  |                           |
|--|--|---------------------------|
|  | <b>Dividends not generated by an approved enterprise (or Benefited Enterprise)<br/>U.S. company holding 10% or<br/>more of our<br/>issued voting power during the<br/>part of the tax<br/>year which precedes the date of<br/>payment of the<br/>dividend and during the whole<br/>of its prior tax<br/>year</b> |                           |
| <b>Dividends generated by<br/>an approved enterprise<br/>(or Benefited Enterprise)</b> |  | <b>Other non-resident</b> |
| 15%  | 12.5%  | 20%-25%                   |

*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



**Table of Contents**

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 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 the holder's individual circumstances. In particular, this discussion does not address the potential application of the alternative minimum tax or 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 certain former citizens or long-term residents of the United States;

are financial institutions or financial services entities;

hold ordinary shares as part of a straddle, hedge or conversion transaction with other investments;

acquired their ordinary shares upon the exercise of employee share 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.

**Table of Contents**

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 or the possible application of 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, on the date the distribution is received 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 15% for taxable years beginning on or before December 31, 2010), provided that such dividends meet the requirements of qualified dividend income. Subject to the holding period and risk-of-loss requirements discussed below, dividends paid by a foreign corporation that is not a passive foreign investment company (as discussed below) will be qualified dividend income if the share 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 Market. 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

**Table of Contents**

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 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 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 will 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 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 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 will generally be non-U.S. source passive income for U.S. foreign tax credit purposes; however, special rules will apply if we are a United States-owned foreign corporation. In that case, distributions of current or accumulated earnings and profits will be treated as U.S. source and non-U.S. source income in proportion to our earnings and profits in the year of the distribution allocable to U.S. and non-U.S. sources. We will be treated as a United States-owned foreign corporation as long as stock representing 50% or more of the voting power or value of our ordinary shares is owned, directly or indirectly, by United States persons. Non-U.S. taxes allocable to the portion of our distributions treated as from U.S. sources under these rules may not be creditable against a U.S. holder's U.S. federal income tax liability on such portion.

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, a

**Table of Contents**

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. A disposition of ordinary shares will be considered to occur on the trade date, regardless of the U.S. holder's method of accounting. 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 15% for taxable years beginning on or before December 31, 2010). 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 is 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) will 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.

*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 either, after applying certain look-through rules, (i) 75% or more of our gross income is passive income or (ii) at least 50% of the average value of our total assets for the taxable year produce or are held for the production of passive income (the Asset Test). 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, 2006. However, there can be no assurances that the United States Internal Revenue Service (IRS) will not challenge this conclusion. If we were not a PFIC for 2006, U.S. holders who acquired our ordinary shares in 2006 will not be subject to the PFIC rules described below (regardless as to whether we were a PFIC in any prior years) 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, 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

**Table of Contents**

shares are used as security for a loan) of its ordinary shares or upon the receipt of amounts treated as excess distributions, which could result in a reduction in the after-tax return to such U.S. holder. In general, a 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 excess distribution 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 for a decedent.

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 which deferral is subject to an interest charge. 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. Although a U.S. holder normally is not permitted to make a retroactive QEF election, a retroactive election may be made for a taxable year of the U.S. holder (the retroactive election year ) if the U.S. holder (i) reasonable believed that, as of the date the QEF election was due, the foreign corporation was not a PFIC for its taxable year that ended during the retroactive election year and (ii) filed a protective statement with respect to the foreign corporation, applicable to the retroactive election year, in which the U.S. holder described the basis for its reasonable belief and extended the period of limitation on the assessment of taxes determined under Sections 1291 through 1298 of the Code with respect to the foreign corporation (PFIC related taxes) for all taxable years of the shareholder to which the protective statement applies. 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.

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 with respect to the entire holding period for its ordinary shares, 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. For non-corporate U.S. holders, long-term capital gain is generally subject to a maximum federal income tax rate of 15% for taxable years beginning on or before December 31, 2010. The QEF election

**Table of Contents**

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 National 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 would generally 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, would be treated as ordinary income. Any loss under this computation, and any loss on an actual disposition of the ordinary shares, 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 for the ordinary shares to be considered regularly traded or that our ordinary shares will continue to trade on the Nasdaq National 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 2006 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 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:

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

**Table of Contents**

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 paid in the United States 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 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 to the information reporting or back-up withholding requirements.

**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 at 100 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 World Wide Web at [www.ceragon.com](http://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

**Table of Contents**

11, and that no quantitative tabular disclosures are required. We are exposed to certain other types of market risks, as described below.

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. Since 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, 2006, a 10% strengthening of the U.S. dollar versus other currencies would have resulted in an increase of \$0.1 million in our net assets position, while a 10% weakening of the dollar versus all other currencies would have resulted in a decrease of \$0.1 million.

The counter-parties to our hedging transactions are major financial institutions with high credit ratings. As of December 31, 2006, we had forward contracts to sell up to \$7.9 million for a total amount of approximately NIS 33.5 million (that would mature on or before March 31, 2007), and forward contracts to sell up to 3.5 million for a total of approximately \$4.6 million (that would mature on March 31, 2007). During the year ended December 31, 2006 we recognized a loss of \$264,000 as a result of these derivative instruments.

We invest in investment grade U.S. corporate and government bonds and dollar deposits with banks. Since these investments typically carry fixed interest rates and since our policy and practice is to hold these investments to maturity, 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.**

**Amendment to Articles**



**Table of Contents**

In November 2006, our shareholders approved amendments to our Articles of Association, as follows:

Article 39 was amended by adding new subsection (f) to allow the term of a director (external or otherwise) to commence following the election of such director by shareholder resolution;

Articles 20 (record date for general meetings), 25 (notice of general meetings), 33 (form of proxy), 34 (effect of death of appointor) and 69 (notices) were amended to take into account new regulations promulgated under the Israeli Companies Law concerning notice of general meetings and shareholder proxies and to simplify the Company's compliance with them;

Articles 39(d) (election of directors), 43 (remuneration of directors) and 52 (deletion of requirement that shareholders approve the final dividend) were amended to take account of changes in the Israeli Companies Law and to make other minor corrections and changes associated therewith.

These amendments were described in Item 1 of our Notice and Proxy Statement for the Annual General Meeting of our shareholders held on November 23, 2006, included in our report on Form 6-K, furnished to the SEC on October 19, 2006, which is incorporated herein by reference. The articles of association as amended in November 2006 are included as Exhibit 1.2 to this annual report.

**Use of Proceeds**

As of December 31, 2006, approximately 75% of the net offering proceeds remaining from our initial public offering was invested in short-term investments. The 25% balance of the net offering proceeds was invested in long-term investments. During fiscal year 2006, we used the proceeds for capital expenditures and general corporate purposes.

**ITEM 15. CONTROLS AND PROCEDURES**

(a) 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 are effective. Notwithstanding the foregoing, there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within Ceragon to disclose material information otherwise required to be set forth in the Company's reports.

(b) 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,

**Table of Contents**

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 principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2006 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 concluded that the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report are effective. 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 Ceragon to comply with these procedures.

(c) This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this Annual Report.

(d) There were no changes in the Company's internal control over financial reporting that occurred during the year ended December 31, 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 16. [RESERVED]**

**ITEM16A. AUDIT COMMITTEE FINANCIAL EXPERT**

**Table of Contents**

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. 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).

**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 our independent auditors and the percentage of each of the fees out of the total amount billed by the auditors.

| Services Rendered | Year Ended December 31, |             |           |             |
|-------------------|-------------------------|-------------|-----------|-------------|
|                   | 2005                    |             | 2006      |             |
|                   | Fees                    | Percentages | Fees      | Percentages |
| Audit (1)         | \$ 75,000               | 68          | \$ 75,235 | 78          |
| Audit-related (2) | 20,000                  | 18          | 11,780    | 12          |
| Tax (3)           | 15,000                  | 14          | 10,000    | 10          |
|                   | \$ 110,000              | 100         | \$ 97,015 | 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) Audit-related fees relate to assurance and associated services that traditionally are performed by the independent auditor, including:

accounting  
consultation and  
consultation  
concerning  
financial  
accounting and  
reporting  
standards.

- (3) Tax fees relate  
to tax  
compliance,  
planning and  
advice.

**Policies and Procedures**

Our Audit Committee has adopted a policy and procedures for approval of audit and non-audit services rendered by our independent auditors, Kost, Forer, Gabbay & Kasierer, a Member of Ernst & Young Global. The policy requires the 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.

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

**Table of Contents**

Not Applicable.

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

Not Applicable.

105

---

**Table of Contents**

**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-35 hereof.

**Index to Consolidated Financial Statements**

|  | <b>PAGE</b> |
|--|-------------|
| Report of Independent Registered Public Accounting Firm  | F-2         |
| Consolidated Balance Sheets at December 31, 2006 and 2005  | F-3         |
| Consolidated Statements of Operations for the Years Ended December 31, 2006, 2005 and 2004         | F-5         |
| Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2006, 2005 and 2004 | F-6         |
| Consolidated Statements of Cash Flows for the Years Ended December 31, 2006, 2005 and 2004         | F-7         |
| Notes to Consolidated Financial Statements   | F-8         |

**ITEM 19. EXHIBITS**

- 1.1 Memorandum of Association (English translation accompanied by Hebrew original)\*
- 1.2 Articles of Association, as amended November 23, 2006\*
- 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)\*
- 8.1 List of 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

\* Previously filed.

**Table of Contents**

**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its Annual Report on Form 20-F on its behalf. CERAGON NETWORKS LTD.

By: /s/ Ira Palti

Ira Palti  
President and Chief Executive Officer

Date: October 26, 2007

**Table of Contents**

**CERAGON NETWORKS LTD. AND ITS SUBSIDIARIES  
CONSOLIDATED FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2006  
IN U.S. DOLLARS  
INDEX**

|   | <b>Page</b>           |
|---|-----------------------|
| <b><u>Report of Independent Registered Public Accounting Firm</u></b> | <b>F-2</b>            |
| <b><u>Consolidated Balance Sheets</u></b>                             | <b>F-3 - F-4</b>      |
| <b><u>Consolidated Statements of Operations</u></b>                   | <b>F-5</b>            |
| <b><u>Statements of Changes in Shareholders' Equity</u></b>           | <b>F-6</b>            |
| <b><u>Consolidated Statements of Cash Flows</u></b>                   | <b>F-7</b>            |
| <b><u>Notes to Consolidated Financial Statements</u></b>              | <b>F-8 -<br/>F-30</b> |



**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
To the Shareholders of  
CERAGON NETWORKS LTD.**

We have audited the accompanying consolidated balance sheets of Ceragon Networks Ltd. ( the Company ) and its subsidiaries as of December 31, 2005 and 2006, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these 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. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2005 and 2006, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2006, in conformity with United States generally accepted accounting principles.

As discussed in Note 2q to the consolidated financial statements, effective January 1, 2006, the Company adopted Statement Financial Standard No. 123 (revised 2004), Share-Based Payment .

Tel-Aviv, Israel  
June 27, 2007

KOST FORER GABBAY & KASIERER  
A Member of Ernst & Young Global  
F-2

**Table of Contents****CERAGON NETWORKS LTD. AND ITS SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****U.S. dollars in thousands**

|   | <b>Note</b> | <b>December 31,</b> |             |
|---|-------------|---------------------|-------------|
|   |             | <b>2005</b>         | <b>2006</b> |
| <b>ASSETS</b>   |             |                     |             |
| <b>CURRENT ASSETS:</b>  |             |                     |             |
| Cash and cash equivalents   |             | \$ 10,315           | \$ 10,170   |
| Short-term bank deposits  |             | 3,917               | 5,364       |
| Short-term marketable securities  | 3           | 5,654               | 6,578       |
| Trade receivables (net of allowance for doubtful accounts of \$518 and \$842 at December 31, 2005 and 2006, respectively) |             | 15,079              | 27,433      |
| Other accounts receivable and prepaid expenses  | 4           | 5,141               | 6,925       |
| Inventories   | 5           | 16,144              | 27,311      |
| <br>  |             |                     |             |
| Total current assets  |             | 56,250              | 83,781      |
| <br>  |             |                     |             |
| <b>LONG-TERM ASSETS:</b>  |             |                     |             |
| Long-term bank deposits   |             | 5,322               | 2,873       |
| Long-term marketable securities   | 3           | 7,814               | 4,500       |
| Severance pay fund  |             | 2,142               | 2,537       |
| <br>  |             |                     |             |
| Total long-term assets  |             | 15,278              | 9,910       |
| <br>  |             |                     |             |
| PROPERTY AND EQUIPMENT, NET   | 6           | 2,464               | 2,660       |
| <br>  |             |                     |             |
| Total assets  |             | \$ 73,992           | \$ 96,351   |

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

F-3

**Table of Contents****CERAGON NETWORKS LTD. AND ITS SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****U.S. dollars in thousands (except share and per share data)**

|   | Note     | December 31,     |                  |
|---|----------|------------------|------------------|
|   |          | 2005             | 2006             |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |          |                  |                  |
| <b>CURRENT LIABILITIES:</b>   |          |                  |                  |
| Trade payables  |          | \$ 12,382        | \$ 22,147        |
| Deferred revenues   |          | 3,456            | 3,739            |
| Other accounts payable and accrued expenses   | 7        | 5,541            | 10,627           |
| <b>Total current liabilities</b>  |          | <b>21,379</b>    | <b>36,513</b>    |
| <b>LONG TERM LIABILITIES</b>  |          |                  |                  |
| Accrued severance pay   |          | 3,424            | 4,352            |
| Other payables  | 8a       |                  | 7,925            |
| <b>Total long-term liabilities</b>  |          | <b>3,424</b>     | <b>12,277</b>    |
| <b>COMITMENTS AND CONTINGENT LIABILITIES</b>  | <b>8</b> |                  |                  |
| <b>SHAREHOLDERS EQUITY:</b>   | <b>9</b> |                  |                  |
| Share capital -   |          |                  |                  |
| Ordinary shares of NIS 0.01 par value - Authorized: 40,000,000 shares at December 31, 2005 and 2006; Issued and outstanding: 26,335,003 and 27,436,090 shares at December 31, 2005 and 2006, respectively |          | 65               | 68               |
| Additional paid-in capital  |          | 177,338          | 181,128          |
| Deferred share compensation   |          | (26)             |                  |
| Accumulated other comprehensive income  |          | 51               | 64               |
| Accumulated deficit   |          | (128,239)        | (133,699)        |
| <b>Total shareholders equity</b>  |          | <b>49,189</b>    | <b>47,561</b>    |
| <b>Total liabilities and shareholders equity</b>  |          | <b>\$ 73,992</b> | <b>\$ 96,351</b> |

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

June 27, 2007

/s/ Naftali Idan

/s/ Ira Palti

Date of approval of the financial  
statements

Naftali Idan  
Executive Vice President and  
Chief Financial Officer  
F-4

Ira Palti  
President and Chief Executive  
Officer

---

**Table of Contents**

**CERAGON NETWORKS LTD. AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF OPERATIONS**

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

|                  |             | <b>Year ended December 31,</b> |             |             |
|------------------|-------------|--------------------------------|-------------|-------------|
|                  | <b>Note</b> | <b>2004</b>                    | <b>2005</b> | <b>2006</b> |
| Revenues         | 11a         | \$ 54,831                      | \$ 73,777   | \$ 108,415  |
| Cost of revenues |             | 32,227                         | 52,487      | &nb         |