

OS AA01

Statement of details of parent law and other
information for an overseas company



Companies House

00053612

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

☐ **What this form is NOT for**
You cannot use this form to
an alteration of manner of
with accounting requirements



A05

A4HNYTUP

09/10/2015

#77

COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of
overseas company ①

"EL AL" ISRAEL AIRLINES LIMITED

UK establishment
number

B R 0 0 1 1 6 0

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

**Part 2 Statement of details of parent law and other
information for an overseas company**

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ②

IFRS

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☒ **No** Go to **Section A3**

☐ **Yes** Please enter the name of the organisation or other
body which issued those principles below, and then go to **Section A3**

③ Please insert the name of the
appropriate accounting organisation
or body

Name of organisation
or body ③

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☐ **No** Go to **Section A5**

☒ **Yes** Go to **Section A4**

OS AA01

Statement of details of parent law and other information for an overseas company

A4

Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☐ No Go to Part 3 'Signature'

☒ Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

DELOITTE

A5

Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☐ No

☐ Yes

Part 3

Signature

I am signing this form on behalf of the overseas company

Signature

Signature

X

X

This form may be signed by
Director, Secretary, Permanent representative

~~536/20~~ 536/20

EL AL ISRAEL AIRLINES LTD.



A05 09/10/2015 #91
COMPANIES HOUSE
"A4H61G4W"
A05 02/10/2015 #143
COMPANIES HOUSE

Periodic Report For The Year 2014

Chapter 1 Corporate Business Description

I am hereby certify this is the translation
of Hebrew accounts

APPROVED
Aviram Levy
Financial Controller U.K.
El Al Israel Airlines
Signature.....

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Chapter 1: General

El Al Israel Airlines Ltd is pleased submit the description of the corporation's business as of December 31, 2014, which reviews the description of the corporation and the development of its business, as occurred in 2014. The Report has been prepared in accordance with the Securities (Periodic and Immediate Reports) Regulations, 5730-1970. The financial data contained within this Report are denominated in U.S. dollars unless otherwise provided. Financial claims are described using financial data in new Israeli shekel as of the date of filing the claim, unless otherwise stated.

Percentage holdings are presented in numbers rounded to the nearest whole percentage, unless otherwise stated.

Data appearing in this Report are true as of the date of the Report, unless otherwise stated. Data appearing in this Report as true as of a date close to the approval of the Report, are updated as of March 19, 2015, unless otherwise stated.

The materiality of the information contained within this Report has been examined from the Company's point of view, however, in some of the cases, additional description is given to provide a comprehensive picture of the described subject.

Definitions

For purposes of convenience, the following abbreviations used in this Periodic Report shall have the meaning ascribed next to them:

The " Board Report " -	The Report of the Board of Directors of the Company on the state of the corporation's affairs for the year ended December 31, 2014.
" Dollar " or " USD " -	U.S. dollar
" TASE " -	The Tel-Aviv Stock Exchange Ltd.
The " Financial Statements " -	The consolidated financial statements of the Company for the year ended December 31, 2014, unless otherwise stated.
The " State " -	The State of Israel
The " Group " -	The Company and its consolidated companies.
The " Securities Authority " or " ISA " -	Israel Securities Authority
The " Corporation " or the	El Al Israel Airlines Ltd

"Company" or "El Al" -	
"Fifth Freedom of the Air" -	Carrying passengers or cargo between two foreign countries by an air carrier from a third country. For example, El Al carries cargo between Liege and New York
"Sixth Freedom of the Air" -	Carrying passengers or cargo between two foreign countries with a stopover in the air carrier's country of origin. For example, a flight operated by a European airline from Israel to the U.S. through an airport in the country of origin of the European airline
"Companies Law" -	The Companies Law, 5759-1999
"Government Companies Law" -	The Government Companies Law, 5735-1975
"Securities Law" -	The Securities Law, 5728-1968
"IATA" -	International Air Transport Association
The "Report Date" -	December 31, 2104
"Knafaim" -	Knafaim Holdings Ltd
the "Latest Date Prior to the Approval of the Report" -	March 19, 2015, unless otherwise stated
"Sun d'Or" -	Sun d'Or International Airlines Ltd
"Tax Income Ordinance" -	The Income Tax Ordinance [New Version], 5721-1961.
"NIS" -	New Israeli shekel
The "Reporting Year" -	The year 2014
The "2003 Prospectus" -	The prospectus published by the Company on May 30, 2003, as amended on June 3, 2003 and June 4, 2003.
"ASK" -	Available Seat Kilometer - Available Seat-KM: number of seats offered for sale, multiplied by the distance flown
"ATK" -	Available Ton Kilometer - Available Ton-KM: the capacity available for to carry passengers (translated into tons),

multiplied by the distance flown.

- "RPK" - **Revenue Passenger Kilometer** – number of paying passengers, multiplied by the distance flown
- "RTK" - **Revenue Ton Kilometer** – the weight, in tons, of paying passengers and cargo multiplied by the distance flown
- "FTK" - **Freight Ton Kilometer** - the weight, in tons, of paid cargo (including mail) multiplied by the distance flown
- "FLF" - **Freight Load Factor** – occupancy rate on cargo flights
- "PLF" - **Passenger Load Factor** – occupancy rate on passenger flights (percentage of used seats).

Chapter 2:

Description of the General Development of the Corporation's Business

1. Description of the Corporation and the Development of its Business

1.1. General

The main activity of the Company is air transportation of passengers and cargo (including baggage and mail) in Israel and overseas, using passenger aircraft and one cargo aircraft. The Company's passenger aircraft operate both scheduled and charter flights

The Company was appointed as the designated air carrier of the State of Israel on most international routes to and from Israel. For further information on the matter and on the meaning of the term "Designated Carrier" and the Government Resolution regarding the "Open Sky" policy, see Sections 7.1 1, 7 1 2, 7.1 10 and 9.11 7 2 below

The Group is engaged in activities related to the air transport operations, such as the sale of duty-free products, food production and supply, mainly to the Company's aircraft, provision of security services, provision of ongoing maintenance services and overall maintenance services to aircraft of other airlines at Ben Gurion Airport, and management of travel agencies abroad

The business environment in which the Company operates is international civil aviation and tourism to and from Israel, which is characterized by seasonal fluctuations and high level of competition that aggravates in times of excess capacity

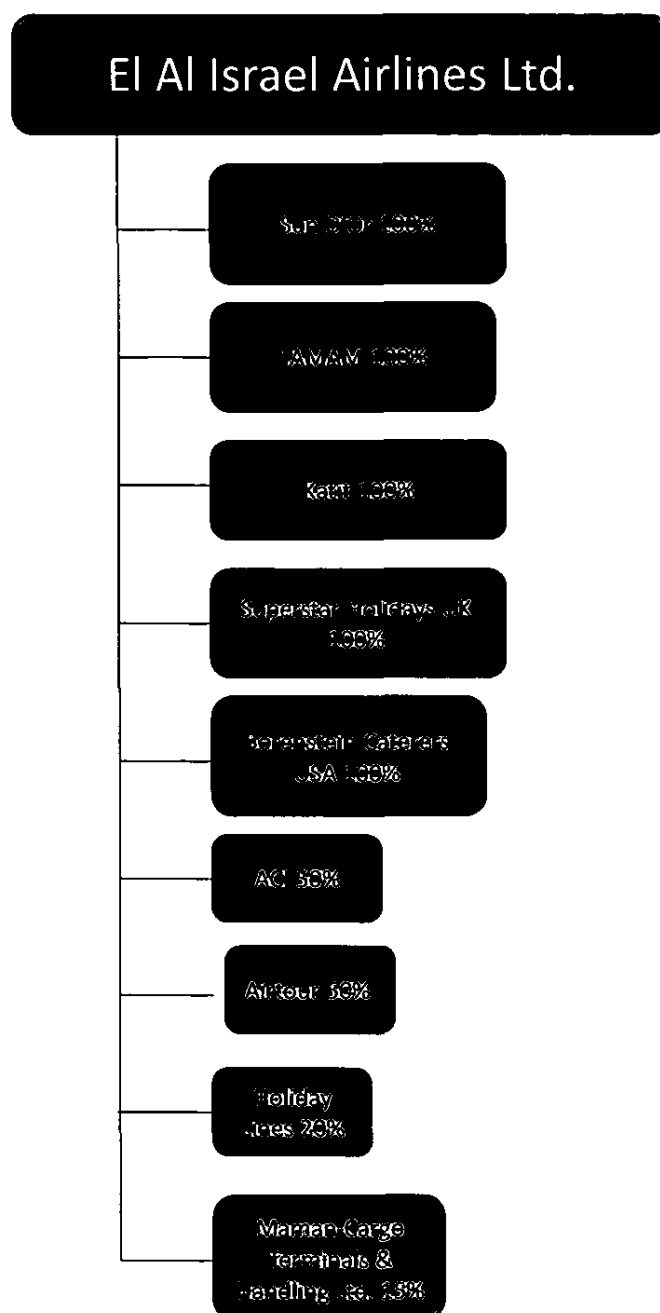
In the area of passenger transport, the Company competed in 2014 with two Israeli airlines (Arkia and Israir), with about 60 foreign airlines that operated scheduled flights, and with over 50 foreign charter airlines, out of which about 30 airlines operated flights on a regular basis. Airline companies compete in different areas, the main of which are prices, flight frequency and schedule, operational accuracy, type of equipment, aircraft configuration, passenger service and more. The competition is with airlines operating scheduled flights between different destinations, charter flights between the same destinations and/or sixth freedom flights

In the area of cargo transport, eight airlines operating cargo aircraft on flights to and from Ben Gurion Airport competed in 2014 with the Company's operations, in addition to C A L Cargo Airlines Ltd. Further, the Company competes with most scheduled airlines operating passenger aircraft and carrying cargo in the belly of the aircraft.

For further details regarding competition, see Sections 7 8 and 8.7 below

1.2. Holdings Chart

A chart showing the structure of the Company's holdings in active investee companies, as of the Latest Date Prior to the Approval of the Report, is provided below (percentages set out in the chart reflect the Company's holding in the investee companies)



1.3. Year of Incorporation and Type of Incorporation

El Al Israel Airlines Ltd was incorporated on November 15, 1948, in the name of "El Al Israel National Airlines Ltd ", and on May 16, 1951, changed its name to its current name

1.4. Changes in the Corporation's Business

Until June 6, 2004, the Company was a "Government Corporation" under "privatization" (within the meaning thereof in the Government Companies Law) For further details, see Section 9 11 below "Restrictions and Supervision of the Corporation's Business".

To the best knowledge of the Company, as of today, the Government owns approximately 11% of the issued share capital of the Company, thus the Company still holds the status of a "Mixed Company" In addition, the Government owns the Special State Share (for details regarding the Special State Share and the rights attached thereto, see Section 9.11.9 below).

2. Areas of Operations

The Company's headquarters operates in conjunction in its areas of operations set forth below, including funds management, human resources, acquisition, legal advice, computers, security, maintenance and engineering, service and customers, marketing and advertising, air operations, ground operations and construction,

The Company has two reportable operating segments For details, see Note 33 to the Financial Statements

(A) Air Transport on Passenger Aircraft

In this segment, the Company carries passengers and cargo (including mail and baggage) in the belly of aircraft carrying passengers, and provides them with related services such as the sale of duty-free products. Revenues from the segment constitute approximately 91.8% of the total revenues of the Company in 2014.

(B) Air Transport on Cargo Aircraft

In this segment, the Company transports cargo in a dedicated aircraft designed to carry cargo, and provides related services such as the lease of its cargo aircraft Revenues from the segment constitute approximately 3.4% of the total revenues of the Company in 2014 It shall be noted that, starting from June 2011, the Company operates one leased Boeing 747-400 cargo aircraft

Apart from the operating segments specified above, the Company has other activities that are not included in these segments nor are they material to the Company's operations¹, the total revenues of which constitutes approximately 4.8% of the total revenues of the Group in 2014.

¹ Food production and supply to passengers on flights, provision of security services, ongoing maintenance and overall maintenance services to aircraft of other airlines at the Ben-Gurion Airport and management of travel agencies worldwide

3. Contributions to the Capital of the Corporation

3.1. General

No contributions have been made to the Company's capital during the Reporting Year

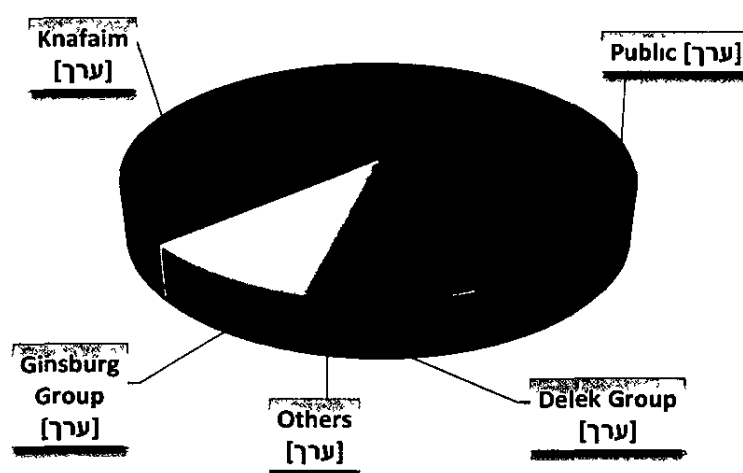
3.2. Options

As of the Latest Date Prior to the Approval of the Report, none of the Company's officers hold any options

For details of options granted to the Chairman of the Board and to the departing CEO of the Company, which have expired on the date of publication of the Report, see Note 27E to the Financial Statements

3.3. Status of Holdings of Interested Parties

The distribution of holdings of the Company's shares as of the Latest Date Prior to the Approval of the Report is provided below



In this Table, "Others" are A L. Aviation Assets Ltd. (2.11%) and Tamar Moses Investments Ltd (0.37%) For further details, see Section 24 of Chapter "Further Details on the Corporation".

4. Dividend Distribution

The Company has not distributed any dividends in the Reporting Year or in the year preceding it. For further details regarding the Dividend Policy, see Note 27D to the Financial Statements

5. Financial Information regarding the Company's Operating Segments

For details regarding new financial reporting standards and interpretations published under International Financial Reporting Standards (IFRS), see Note 3 to the Financial Statements.

For details regarding the Company's operating segments, see Note 33 to the Financial Statements

5.1. Nature of the Adjustments

The expenses included in the Report on Operating Segments reviewed by the Chief Operating Decision Maker of the organization (COMD) are based on the nature of the expense, whereas expenses included in the Company's Consolidated Financial Statements are presented based on the characteristics of the Company's expenditure activity. Adjustments are made under IFRS-8, in order to reflect the difference between such segmental reporting and the data included in the Company's Consolidated Financial Statements

5.2. Explanation for the Developments in the Operating Segments

For the explanation of the developments in the business results of the Company during the Reporting Year, compared to the corresponding period of the previous year, see Section A2 of the Board Report

6. General Environment and Impact of External Factors on the Company

6.1. International Aviation Traffic

The international aviation market is affected by the security and political situation as well as by special events, such as the outbreak of epidemics and natural disasters in general, and in specific areas in particular, as well as by the economic situation in Israel and abroad

The year 2014 has been one of the most profitable years for the international aviation industry. According to IATA forecast, airlines are expected to show profits of USD 19.9 billion in respect of 2014, due to the decline in oil prices, the economic recovery and a higher than expected growth rate (GDP), which are the main factors behind the optimistic forecast.

According to IATA data, the total passenger traffic in 2014 (international and domestic flights together) has increased by 5.9%, the average capacity has increased by 5.6% and the average occupancy rate was 79.7%, a slight improvement compared to 2013. Growth rate of international traffic (alone) was a little higher and reached the level of 6.1%. Traffic growth was led by emerging markets in the Middle East (+12.6%) and Asia (+7.1%). According to IATA data, more than half of the traffic growth derives from the operations of airlines in these markets, as in the last months of 2014 the domestic traffic growth, especially in the Chinese market, significantly contributed to the growth in total passenger traffic. All in all, airline companies recorded 3.3 billion passengers – a growth of 170 million passengers compared to 2013.

Overall cargo traffic (international and domestic flights together) recorded an increase of 4.5% in 2014 compared to 2013, following a growth of 0.6% in cargo traffic in 2013.

6.2. Israel Aviation Traffic

In general, 2014 was marked by two different periods. In the months between January and June (prior to Operation Protective Edge), the stable security situation continued and a significant increase was recorded in passenger traffic to and from Israel compared to the corresponding months of the previous year. On the other hand, from July to December, under the influence of Operation Protective Edge, a decline was recorded in passenger traffic compared to the corresponding months of the previous year. Operation Protective Edge started in July and lasted until the end of August, but its impact continued throughout the second half of 2014. This impact was mainly reflected by a substantial decrease in the number of bookings, in particular among tourists, alongside a slowdown in the number of bookings among Israelis.

According to data provided by the Central Bureau of Statistics, an increase of approximately 18% in tourist traffic entering Israel by air (excluding day visitors) was recorded in the first half of 2014, compared to the corresponding period of the previous year, whereas a decrease of approximately 20% in tourist traffic was recorded in the second half of 2014, compared to the second half of 2013. An increase of approximately 15% in the traffic of Israelis departing by air was recorded in the first half of 2014, compared to the first half of 2013, and in the second half a mere 8% increase was recorded, compared to the second half of 2013. In total, approximately 2.53 million tourist entries to Israel by air were recorded in 2014 (excluding day visits), constituting a decrease of approximately 2% compared to 2013. In addition, about 4.73 million departures of Israelis abroad by air were recorded in 2014, indicating an approximate increase of 11% compared to 2013.

According to data provided by the Israeli Airports Authority ("IAA"), the total international passenger traffic in Ben Gurion Airport in 2014 has increased in 2014 by 6.1% compared to 2013.

Operation Protective Edge

Following Operation Protective Edge, which started in the beginning of July 2014 and lasted for 50 days (up until the end of August), many flight cancellations by foreign and Israeli passengers were recorded, both in incoming and outgoing flights, in addition to a significant drop in the number of bookings for the Company's flights which, to the best of the Company's knowledge, can be attributed to Operation Protective Edge.

Furthermore, during Operation Protective Edge the Company suffered additional expenses due to adjustment of activity and extra capacity as well as additional operating expenses arising from the security situation.

On July 22, 2014, the U.S. Federal Aviation Authority ("FAA") announced the suspension of flights to and from Israel for 24 hours, which was extended for another 24 hours. As a result, most European airlines also cancelled their flights to Israel. In July 24 said restriction was removed and the U.S. airlines announced the renewal of their flights to Israel, to be followed by a gradual renewal of the European airlines' flights. Even before the wave of flight cancellation on the part of foreign airlines, the Company operated its aircraft fleet in high

utilization at the peak of the tourist season. During the period in which foreign airlines ceased their flights, the Company made supplements and adjustments to its flights schedule by adding about 16 flights and transferring 20 flights to aircraft with a larger capacity in order to provide maximum response to passengers of foreign airlines whose flights were cancelled. In addition, at the request of the Ministry of Transport, the Company added 9 special flights (and expanded two other flights) in order to rescue passengers whose flights were cancelled by Turkish airlines.

Additionally, during Operation Protective Edge, three airlines operating cargo flights to Israel have ceased their flights to Israel for a longer period throughout the third quarter of 2014 (Royal Jordanian – for about a week, Korean Air – for about two months, and Turkish Airlines – for nearly a month).

Operation Protective Edge had significant effect on the tourism industry in Israel, as well as on the Company's operations and financial results for the third and fourth quarters of 2014.

In August 2014 the Company, together with Israir and Arkia, applied to government ministries with an urgent request to assist the Israeli airlines and compensate them for the damages and expenses incurred by them, in order to enable them to cope with the crisis in the aviation and tourism industries which resulted from the security situation. As a response, the General Manager of the Ministry of Transport and Road Safety announced the establishment of an interministerial team headed by the General Manager of the Ministry of Tourism, with the participation of the relevant government ministries (including the Ministry of Transport and Road Safety), for the purpose of forming a proposal for possible compensation to the airlines and the entire tourism industry.

On September 23, 2014 the Government passed a decision regarding assistance to the tourism industry following Operation Protective Edge, which did not include assistance to the aviation industry. As a result of the airlines' protest over the absence of Government assistance to airline companies, it was resolved to establish an interministerial team headed by the General Manager of the Ministry of Transport and Road Safety, for the purpose of examining airlines' claims in respect of economic damages incurred by them due to Operation Protective Edge. On October 22, 2014 the Company presented its stance before the Committee. In November 2014, a discussion was held with Israel Civil Aviation Authority ("CAAI"), in which the Israeli airlines presented their requests for compensation to Israeli airlines in respect of Operation Protective Edge, and an application was made to the Ministry of Finance for the purpose of providing compensation to the aviation industry.

In March 2015, another reminder was sent by the Israeli airlines, indicating that up to date no compensation has been received for the benefit of the Israeli aviation industry.

6.3. Fluctuations in Jet Fuel Prices

Aircraft jet fuel is a very substantial component of the Company's expenses. Jet fuel prices are characterized by high and sharp fluctuations. The following data refer to the weighted average of jet fuel market prices (before marketing margins and other fees) in the markets where the

Company purchases fuel, as quoted by Platts² During 2014, jet fuel prices dropped ("markets basket" - the weighted price in accordance with markets in which the Company purchases jet fuel) by approximately 8% on average, compared to 2013 prices, and by approximately 45% of the record price set in the middle of June 2014 up until the end of December 2014 For further details, see Sections 9.5.1 and 9.18.6 below. For further details regarding the financial impact of jet fuel price, including as a result of hedging activities and major highlights for the year 2014, see Sections A2 and B1(3) of the Board Report

6.4. Foreign Currency Fluctuations

The Group's results are affected by several currencies and in particular by the U S Dollar Foreign currency fluctuations compared to other currencies may lead to an improvement or to the erosion of the Group's profitability As of December 31, 2014, there was a 12% depreciation of the shekel/Dollar exchange rate, compared to December 31, 2013 As of December 31, 2014, there was a 13.4% appreciation of the Dollar/euro exchange rate, compared to December 31, 2013.

6.5. Interest Rate Fluctuations

For the purpose of financing aircraft acquisitions, the Company took a significant volume of loans bearing variable interest based on the Libor interest A change in the Libor interest rates may affect the Company's financing expenses In 2014, a decrease of approximately 12.5% has occurred in the average 3-month Libor rate, compared to its average rate in 2013 For details regarding the Company's loans, see Note 20 to the Financial Statements

² To the best knowledge of the Company, Platts is a company of McGraw-Hill Group, which has been providing information on the energy sector for many years Said company provides updated information and analysis, *inter alia*, with respect to prices and international events in the fuel, petrochemical, natural gas and electric and nuclear power markets

Chapter 3:

Description of the Corporation's Business by Segments

The following is a description of the business of the Group with respect to each of its areas of operations separately, except on matters related to all the areas of operations of the Group, described together in Section 9 below

7. Passenger Aircraft Segment

7.1. General Information about the Operating Segment

The main operations of the Company in this segment are passenger transportation on both scheduled and charter flights. In addition, the Company transports cargo in the belly of passenger aircraft, as an activity related to passenger transport operations. The services in this segment include additional related services, such as sales of duty-free items to passengers on the aircraft. Therefore, in describing the segment, the Company focused on passenger transportation. Some issues relating to cargo transport in the belly of passenger aircraft are similar to the service of cargo transport on the Company's cargo aircraft, as described in Section 8 below.

Trends, events and developments in the macroeconomic environment of the Group, which have or are expected to have material impact on the business results or the development in the area of operations, are described below with respect to the following areas:

7.1.1 Structure of the Area of Operations and Changes Occurring therein

As stated above, the main area of operations of the Company is air transport on passenger aircraft, on scheduled flights to and from Israel.

In the past, the aviation policy has been regulated by the decision of the Ministerial Committee for Social and Economic Affairs, shortly before the publication of the 2003 Prospectus (Decision SE/14 dated May 19, 2003), with regard to the appointment of the Company as "Designated Carrier". Thereafter, several government decisions were made, determining the aviation policy of the State of Israel with respect to the Company's operations and the State's participation in security expenses incurred by Israeli airlines. For details regarding regulatory arrangements applicable to the aviation operations, including the traffic rights granted to the Company, see Section 9.11 below.

7.1.2 Legislation, Restrictions, Standardization and Special Constraints applicable to the Segment

The segment of passenger and cargo transport on passenger aircraft is characterized by international and local regulatory restrictions in various jurisdictions, provided for in international treaties and agreements and in local legislation. For details regarding international arrangements, see Section 9.11 below.

Additionally, these international and local arrangements provide for conditions and arrangements relating to air carrier's operation and liability for damages and for flight delays and cancellations

The Company is obligated to act upon local legislation and relevant government decisions relating to the Company's areas of operations (including aviation security services), as adopted from time to time and as set out in Section 9 11.12 below

7 1 3 Changes in the Volume and Profitability of Operations in the Segment

(A) International Developments

According to IATA estimate, passenger traffic (international and domestic flights together) in 2014 increased by approximately 5.9% compared to 2013, higher than the average growth rate in the last decade, which was 5.6%, and higher than 5.2%, which was the growth rate recorded in 2013. International traffic (excluding domestic traffic) recorded an annual growth of 6.1% and seat availability on international flights increased by approximately 6.4%, slightly higher than the growth rate of passenger traffic, thus a slight decrease was recorded in occupancy on international passenger flights – 79.2% in 2014 versus 79.3% in 2013.

In December 2014, IATA updated its profit forecast for 2014 upwards. According to the new estimate, airlines are expected to present in 2014 net profits of approximately USD 19.9 billion (compared to USD 18 billion, according to IATA forecast of June 2013) and in 2015 airline companies profits are expected to amount to USD 25 billion. The decline in oil prices and high economic growth (GDP) are the main reasons for the increase in the forecast with regard to airline companies' profitability.

International Traffic³ by Region 2014 versus 2013

Region	Passengers		
	RPK (Annual change)	ASK (Annual change)	PLF
Africa	0.9%	3.0%	67.5%
Asia	5.8%	7.0%	76.9%
Europe	5.7%	5.2%	81.6%
South America	5.8%	4.7%	80.0%
Middle East	13.0%	11.9%	78.1%
North America	3.1%	4.6%	81.7%
Total	6.1%	6.4%	79.2%

As reflected by the above table, most of the growth is originated in emerging markets in the Middle East, where the economies of the region continue to show a solid growth in segments not related to oil, thus they are able to cope with the drop in oil prices, as well as in Asia and South America. An accelerated traffic of European low cost companies and a substantial

³ The data contained in the table only refer to international flights traffic, excluding domestic flights

growth in the operations of the Turkish airlines compensate for the weakening European economy and for the risks of the region

Data contained in the following table refer to airlines' overall operations on international and domestic flights together.

Region	Profit	Performance		2015	2014
	forecast for	appraisal for		versus	versus
	2015	2014	2013	2014	2013
	(in USD	(in USD	(in USD	(in USD	(in USD
	billions)	billions)	billions)	billions)	billions)
Africa	13.2	11.9	7.2	1.3	4.7
Asia	4.0	2.7	0.5	1.3	2.2
Europe	5.0	3.5	2.3	1.5	1/2
South America	1.6	1.1	0.5	0.5	0.6
Middle East	1.0	0.7	0.2	0.3	0.5
North America	0.2	0.0	-0.1	0.2	0.1
Total	25.0	19.9	10.6	5.1	9.3

The following are the main points of IATA forecasts for 2015:

Oil price – oil prices declined significantly in the last months of 2014 and this trend is expected to continue in 2015, as the average (at an annual level) price (Brent) per barrel is expected to be 85 dollars per barrel. Should this assumption materialize, it will be the first time since 2010 (when the average price per barrel was USD 79.4 dollars) that average barrel price falls below USD 100. It shall be noted that IATA's estimate is dated December 2014, whereas shortly before the publication of the report, Brent future contracts were traded at a level reflecting an expected average annual price of USD 55-60 per barrel for 2015.

Jet Fuel Price – jet fuel average price is expected to reach USD 99.9 per barrel in 2015. Therefore, airline companies' fuel expenses is expected to amount to USD 192 billion, constituting 26% of the total expenses of the airline companies. However, the impact of the decline in fuel prices will be felt at a later stage, due to future fuel purchase transactions, carried out when fuel prices were higher.

GDP – global growth rate is expected to be approximately 3.2% in 2015, compared to growth of 2.6% in 2014. That is to say that in 2015, the global GDP rate is expected to exceed 3%, for the first time since 2010 (when a growth rate of 4.1% was recorded). The forecasted improvement in growth rate arises from the decline in oil prices.

Passengers – passenger traffic is expected to increase by 7% in 2015, higher than the trend of 5.5% which was recorded in the last two decades. Seat capacity is expected to increase by 7.3%, whereas occupancy rate is expected to slightly decrease to 79.6% (compared to 79.9% in 2014). The decline in fuel prices will enable consumers to benefit from cheaper rates, and the average rate per passenger is expected to decrease by 5.1% down to USD 458 per passenger (for a return ticket, without extras and taxes). In total, passenger traffic is expected

to grow to 3.5 billion passengers and revenues from passengers are expected to amount to USD 623 billion

International Operations and Profitability of the Aviation Industry in the Field of Passenger and Cargo Aircraft of all Airline Companies⁴

Year	Output ⁵				Financial Results ⁶ (in USD billions)	
	RPK ⁷ (in USD billions)	RPK Annual Change	RTK ⁸ (in USD billions)	RTK Annual Change	Operational ⁹ Income (in USD billions)	Net Profit
2014 ¹⁰	6,126	5.7%				19.9
2013	5,793	5.4%	738	4.7%	707.9	10.6

(A) Developments in the Israeli Market

International passenger traffic to and from Ben Gurion Airport during 2014 amounted to approximately 14.2 million passengers, according to IAA data, thus showing an increase of approximately 6.1% (compared to 2013).

Passenger Traffic to and from Israel (to and from Ben Gurion Airport)¹¹

Year	Passenger Traffic at Ben Gurion Airport	
	Flight Legs (in millions)	Annual Change
2014	14.2	6.1%
2013	13.4	8.6%
2012	12.4	1%
2011	12.2	6.5%
2010	11.4	9%

⁴ Including airlines that are not IATA members

⁵ Financial results: international and domestic flights, scheduled and charter flights, and operations other than passenger transport

⁶ Output data included in the table refer to regular international operations of all airlines on international and domestic flights together

⁷ Including revenues from cargo aircraft

⁸ Revenue Ton Kilometer – weight in tons of paying passengers and cargo, multiplied by the distance flown

⁹ Revenue Passenger Kilometer – number of paying passengers multiplied by the distance flown

¹⁰ Data source: RPK and net profit data – IATA Annual Report of December 2014; RTK and operational revenues – World Air Traffic Statistics edition 58. IATA data, estimates, assessments and forecasts referring to 2015 are preliminary. Final data for 2014 are expected to be published in June 2015 in the framework of World Air Traffic Statistics.

¹¹ Data source: IAA (including non-paying passengers). In addition to the traffic at Ben Gurion Airport, tourists arrive to Israel via Eilat Airport on scheduled and charter flights in a negligible volume compared to the traffic at Ben Gurion Airport. The term "Leg" means flight leg from one destination to the other.

The following table reflects the trends of incoming tourism traffic to Israel and departing residents, by air, in recent years¹²

Year	Incoming Tourists (holding foreign passports; excluding day visitors)		Departing Residents	
	In thousands of passengers	Rate of change	In thousands of passengers	Rate of change
2014	2,528	-2.0%	4,732	10.7%
2013	2,580	4.0%	4,276	10.8%
2012	2,482	1.8%	3,860	0.1%
2011	2,438	5.4%	3,857	7.5%
2010	2,314	17.8%	3,588	5.6%

The Company's forecasts and estimates as well as IATA estimates regarding the volume of passenger traffic to and from Israel, and the assessments for 2014 in the various parameters specified above, including in relation to GDP, passengers, cargo, oil price and jet fuel price, are forward-looking information as defined in the Securities Law. Such information relies, inter alia, on IATA estimates, in view of the trends of change that exist in the Aviation and Tourism Industry in recent years and the expected developments therein, as well as in light of the economic, security and geopolitical condition worldwide and in Israel. Therefore, changes in the above data might be substantially different from the estimated change, if IATA estimates or the Company's estimates do not materialize as a result of a number of factors, including change in the economic, security and geopolitical condition, both in Israel and worldwide.

7.1.4 Developments in the Segment's Market or Changes in the Characteristics of the Customers thereof

In recent years, considerable deterioration has occurred in the competition existing in the segment of Transportation by Passenger Aircraft between scheduled and charter international airlines.

Airline companies compete in various segments, the main of which are prices, flight frequency and schedule, operational accuracy, type of equipment, aircraft configuration and passenger service. Price competition is particularly manifested by supply of discounted rates to the passengers. Competition exists both with respect to scheduled direct flights between different destinations (including extensive activity of foreign airlines in Israel through their base airport to a third destinations – "Sixth Freedom" flights) and with respect to charter flights to the same destinations. Additionally, in the last years, airline companies started

¹² Data from the Central Bureau of Statistics

operating as "Low Cost"¹³ airlines, which usually offer competitive prices For details, see Section 7.1 10(D) below

The growth in the number of foreign airlines operating in Ben Gurion Airport, in the number of scheduled flights and in foreign airlines' seat capacity, caused further aggravation of the level of the competition on routes to Israel For more details, see Sections 7.1 10 and 9 11 7 2 below

7 1.5 Technological Changes which have a Material Impact on the Operating Segment

- ✓ PCI standard – Since January 2014, the Company has been certified for Payment Card Industry Data Security Standard (PCI-DSS) and accordingly, it will be able to continue to clear transactions with the credit card companies in a standardized way and at high security level The project included characterization and familiarization with the strictest standards, creating designated and separate infrastructure and development environments, examination and implementation of changes in work processes in the center and in sales and service units, and adaptation to the needs of the organization in Israel and the representative offices In January the Company was certified for 2015.
- ✓ During the first quarter of 2014, the Company made preparations to operate UP flights – computer systems were updated to support various processes, from the sales stage through the flight and up to the handling after the flight. Towards the commencement of the flights, a range of matters was taken care of, with an emphasis on the need to create an UP experience for the customer smartphones and online security checks, adaptation of the kiosks at the airports, addition of options to the sale of UP flight-related products and services and collection of payments therefor
- ✓ Clearing Mechanism – In the first quarter of 2014, the Company executed an agreement with a major clearing company by the name of Adyen. The agreement makes it unnecessary to develop an interface with overseas banks for settlement in local currencies through one interface to the Company's clearing system The clearing activity started in UP destinations, at the security check-in counters and the Company's stations Currently, the clearing activity is expanding to online sales in these destinations, and later on sales may expand to include local DEBIT Cards which are common in Europe
- ✓ In March 2014, the Company entered into an agreement with Swiss Aviation Software Ltd for implementation and application of AMOS system – central information system that gathers all information, planning, control, operation and monitoring of aircraft maintenance operations in Israel and in the Company's stations abroad. The System (including interfaces and data conversion) is expected to be ready by the end of 2016, to be followed by the launch thereof The use of the System is expected to yield improvement, *inter alia*, in the following areas enhanced reliability detector for systems and accessories, improvement in the planning of maintenance works, improvement in

¹³ "Low Cost" companies are airlines with a lower expenses structure, arising mainly from direct online marketing rather than distribution systems and travel agents, use of secondary airports, minimum in-flight service features and short-distance flight activity, without cooperation agreements with other airlines and high utilization of aircraft

logistics management and in the quality and availability of operational and managerial information

- ✓ EFOS System – During the second quarter of 2014, a shelf software was implemented in the Company, for monitoring and displaying aviation qualifications to air crew members and launchers, in accordance with the requirements of the law. The System replaces old reports and interfaces with systems for crew scheduling, control etc. The system will be operated by the pilots through iPads. Currently the system is expanded to be used by the Company for flight attendant crews.
- ✓ On September 1, 2014, the Company executed an agreement with SITA to obtain Fixed Line Communications and Computing Resources Management services at the Company's representative offices overseas. The agreement provides for the extension of the existing agreement with SITA to obtain Fixed Line Communications Services and for the addition of Infrastructure Management (IM) services at the Company's representative offices overseas. The purpose of the agreement is to enable the Company to transfer the management of the telephone, internet and computer equipment maintenance agreements at the Company's representative offices abroad to the hands of SITA. The provision of such management and maintenance services by SITA will allow the Company to conduct the communications, computer and telephone operations in the representative offices with the assistance of a central management system, and with one computer and communications supplier. In addition, the agreement is expected to improve the level of service provided to the Company's representative offices and further provide refreshment and renewal of computer and communications equipment of the representative offices thus reduce the operational expenditure.
- ✓ In December 2014, the Company launched a GroupI System designated to provide group quotes to travel agents. Travel agents identified by the Company's systems connect to the System and make searches for attractive prices for groups. The System displays real-time data at any given moment with respect to seats availability and prices for groups. After the search process, the agent can receive price quotes by email, without anyone from the Company being involved. The operation of the System will significantly shorten the Time to Market, improve the agent's experience in all matters pertaining to purchase of group products and reduce the use of telephone communications and emails correspondence.
- ✓ The Company continues, on a regular basis, to maintain information security against cyber-attacks. Such attacks are carried out by hundreds of hackers from all over the world, generally against websites of Israeli bodies, but in particular they disrupt the Company's business operations. During the year, the Company took various actions to prevent damage to the Company's website and information systems, including reinforcing access filters to and from the Company and intensive monitoring of network traffic. Furthermore, preparations were made for a quick response to unusual events and the readiness of external internet providers was checked. It shall be further noted that the Company takes regular actions to neutralize future cyber-attacks, if any. This year, a

special emphasis was given to raise the employee's awareness of the subject, including exercises. This contributes to identification and prevention of all sorts of attacks.

7.1.6 Critical Success Factors in the Operating Segment and Changes Occurring therein

In the field of Cargo and Passenger Transport on Passenger Aircraft, several factors that affect the competitive position in the segment can be pointed out: the economic and security situation in Israel, which affects passenger traffic to and from Israel, the quality of the product, including Frequent Flyer Club, the branding of the Company in the public's eyes, with a focus on security, safety, quality and service, the ability to offer flights to popular destinations at a competitive price, and development of network paths independently and in cooperation with other airlines; the ability to offer flights at the frequency and capacity required, distribution layout; risk management through the application of appropriate risk hedging policy.

7.1.7 Changes in the Layout of Suppliers and Raw Materials for the Segment

Fuel – the principal raw material used by airline companies is jet fuel, which constitutes one of the main expenditure components of any airline. For details regarding fuel, see Section 9.5.1 below.

Aircraft – due to the fact that the Company's aircraft fleet was manufactured entirely by Boeing, the Company has dependency on this manufacturer in all matters pertaining to the ongoing maintenance of its aircrafts, spare parts supply, repairs and engineering consulting.

7.1.8. Main Entry and Exit Barriers of the Operating Segment and Changes Occurring thereto

In the past, one of the most significant entry barriers in the field of scheduled international flights was to obtain authorization to perform scheduled flights from one country to other countries and to be appointed as "Designated Carrier", as well as to obtain approval for the number of flights and the capacity thereof. Due to the liberalized aviation policy in recent years, which was mainly expressed in the Open Sky policy, nowadays this entry barrier is quite insignificant.

Moreover, each flight requires a window of time for takeoffs and landings (Slot) at the airports to which and from which it operates.

Another significant entry barrier is the relatively large initial investment required to establish and operate an airline company, as well as to purchase or lease aircraft.

Furthermore, international aviation agreements and the regulation in various destinations may include requirements in relation to identity or nationality as a condition for actual ownership or control over an air carrier. Such requirements may constitute an entry barrier for the grant of authorization to operate flights. For further details, see Section 9.1.1 below.

With respect to the operation of passenger aircraft in international charter flights, the Company estimates that there are no significant entry barriers, in view of the liberal policy.

prevailing with respect to the grant of authorization in the charter flight segment, with respect to both Israeli and foreign charter companies

The restrictions applicable to the Company by the holder of the Special State Share with respect to reducing the Company's aircraft fleet constitute an exit barrier. For details, see Section 9.11.9 below

7.1.9. Substitutes for the Segment's Services and Changes Occurring Therein

The substitutes for transportation by passenger aircraft are transportation by other means (land and marine means as well as cargo aircraft regarding cargo carried in the belly of passenger aircraft). It shall be noted that there is no significant substitutes in Israel for passenger transportation by air. The Company estimates that the main considerations in choosing a flight over marine and/or land transportation are the purpose of the trip, the passenger's schedule, the distance and the nature of the travel.

7.1.10. Structure of Competition in the Operating Segment and Changes Occurring Therein, Developments in the Segment's Markets

(A) General – Competition in the Segment

Severe competition exists in the segment of transport by passenger aircraft between tens of scheduled international airlines, charter airlines and low-cost airlines. Airline companies compete in various segments, the main of which are prices, flight frequency and schedule, operational accuracy, type of equipment, aircraft configuration, passenger service, frequent flyer benefits, commissions and special incentives to travel agents, and supply of computerized booking and distribution systems for travel agents.

The competition is not only with the principal air carrier in the country located at the other end of the route and with charter airlines operating on the same route, but also with other airlines, including such that do not operate flights to Israel (offline airlines), due to the range of possibilities allowing the passenger to create his own flight schedule consisting of several airlines, and as a result of the strengthening of alliances between the airlines (Star, Sky Team, One World).

In addition, most of the scheduled airlines operating flights to and from Israel also carry passengers on Sixth Freedom flights, thus causing an increase in the operations of foreign airlines in Israel. Due to the fact that the flight from the base airport (Europe) to the U.S. takes place regardless of the flight from Israel to Europe, thus allowing the foreign company to lower the overall price for a flight from Israel to the U.S. (via Europe), without impairing the level of the price of a flight from Europe to the U.S. In fact, at times, foreign companies offer the flight ticket from Israel to the final destination (e.g. the U.S.) at a lower price in relation to the price they offer for the flight from the interim destination (e.g. Europe) to the final destination. On the other hand, currently the Company does not benefit from a similar possibility to carry

passengers between different countries via Israel, mainly due to the present geopolitical condition

In the past, a considerable part of the aviation agreements between Israel and other countries provided that the offered capacity should be based on the volume of traffic between Israel and the other country with which the agreement was executed. In recent years, upon implementation of the Open Sky policy, with the aim of encouraging and increasing tourist traffic to Israel by reinforcing the competition between the airline companies, applications of foreign airlines to increase frequencies or capacity have been approved, even if such approval is not required under existing bilateral agreements

Apart from the foregoing, certain regulatory changes may affect the structure of competition in the segment. For details, see Section 9.11 below.

(B) Open Sky Policy

Continued Application of the Open Sky Policy

Further to the Company's reports on the subject, the liberalization policy of aviation agreements implemented in the State of Israel since 2006, allows a substantial share of the increase in flight availability and seat capacity, as specified above and below

Open Sky Agreement with the European Union

Further to the Company's reports, on June 10, 2013 the Open Sky Agreement was executed between the State of Israel and the European Union Pursuant to the agreement, restrictions have been removed with respect to the number of each party's carriers entitled to operate scheduled flights between Israel and the EU, as derived from bilateral aviation agreements preceding it. With respect to frequency, the agreements contains a mechanism of gradual increase in the frequency quota of scheduled flights on routes between Israel and the EU countries, the implementation of which will be completed in 2018 The agreement entered into force and its impact was particularly evident starting from 2014 Summer/Spring schedule, upon aggravation of competition, entry of new airlines as well as expansion of destinations and increase of flight frequency on the part of existing airlines, as described below For further details about the agreement, see this Section in the Company's Periodic Report for 2013

As regards the increase of the State's participation in security expenses of Israeli airlines, see Section 9 11 12 below,

The following is a description of major material changes stemming from the Open Sky Policy of the State of Israel in 2014:

Russia – In February 2014, Israel and Russia have executed a new aviation agreement allowing an unlimited number of airlines from Israel and Russia to operate flights between any airport in Russia and Ben Gurion and Ovda airports. The implementation of the new agreement was contingent upon appropriate security arrangements at the

Russian airports for Israeli airlines' flights. In addition, a Memorandum of Understanding was executed, allowing airlines of each party to operate up to 36 scheduled passenger flights per week on route Tel Aviv – Moscow, compared to the previous quota of 21 scheduled flights per week on this route. In all other flight routes between Israel and Russia, including the routes between Tel Aviv and St. Petersburg, Israeli and Russian airlines would be able to operate scheduled passenger flight service without frequency limitation. Another matter agreed upon is the expansion of the options to operate Israeli airlines' flights in the Russian airspace. The use of the Russian airspace is essential in order to operate flights between Israel and the Far East countries such as China, South Korea and Japan.

Ethiopia – In July 2014, a new aviation agreement was executed between Israel and Ethiopia. The agreement is expected to allow Israeli airlines, for the first time, to operate scheduled flights between the two countries, and in August 2014, special security arrangements were finalized between the security forces of Israel and Ethiopia, which are supposed to enable the operation of Israeli flights. So far, the Ethiopian airline is the sole airline operating scheduled flights between Israel and Ethiopia. According to the agreement, Ethiopian Airlines will be able to operate 14 weekly flights on route Tel Aviv – Addis Ababa, compared to 5 flights before then. Correspondingly, Israeli airlines will be able to operate up to 14 weekly flights to Ethiopia.

Canada – In January 2015, Israel and Canada have executed the first official aviation agreement allowing to significantly increase the frequency of flights between the two countries, and enabling other airlines to operate scheduled flights on that route. According to the new agreement, each party may appoint additional scheduled airlines and operate up to 12 weekly scheduled passenger or cargo flights. So far, aviation relations between Israel and Canada have been conducted without aviation agreements, but rather by means of a protocol individually regulating the operation of scheduled flights between the countries, and enabled the Company and Air Canada to operate scheduled flights to Israel only.

In 2014, many airline companies expanded their operations on routes to Israel by adding destinations and/or increasing frequencies and/or capacity. Airlines which significantly expanded their operations in 2014 are:

Turkish Airlines continued to gradually expand its operations at Ben Gurion Airport, with more flight frequencies on route to Istanbul, and it operates 8 daily flights on this route. Despite the tension between Israel and Turkey and although Turkish Airlines cancelled some of its flights on the route from mid-August up to the end of October, in total, the number of its weekly flights (annual average) on routes to Istanbul amounted to 51 (compared to an average of 39 weekly flights in 2013) and its passenger traffic increased by 20%. It shall be noted that Turkish Airlines became the largest foreign airline operating in Israel, and most Israeli passengers flying with Turkish Airlines are Sixth Freedom passengers (i.e. who continue to further destinations via Istanbul).

Lufthansa added 6 flights on routes to Israel: 3 flights on route Munich – Tel Aviv, and 3 flights on route Frankfurt – Tel Aviv. Hence, the number of weekly flights operated by Lufthansa to and from Israel amounted to 27 (Frankfurt – 17, Munich – 8 and Berlin – 2)

It shall be noted that at the end of October 2014, with the start of winter 2014/5 season, Lufthansa has transferred its operations on the route to Berlin to its subsidiary, German Wings, which operated 2 weekly low-cost flights on this route. In addition, Lufthansa cancelled its flights to Dusseldorf. In total, Lufthansa recorded a growth of approximately 5% in its passenger traffic.

Alitalia added 3 weekly flights on route Tel Aviv – Rome, and operated, in total, 276 weekly flights.

Brussels Airlines increased the number of its weekly flights from 8 to 11, and its passenger traffic increased by approximately 16%.

Ethiopian Airlines gradually added weekly flights on route Addis Ababa – Tel Aviv, and commencing December 2014, increased the number of frequencies to 14, the full quota permitted to it under the new agreement. In total, the average annual passenger traffic of the Ethiopian airline company in 2014 increased by approximately 10%.

The Russian airlines, Aeroflot and Russia Airlines, which started operating a second daily flight on route Tel Aviv – St. Petersburg at the end of October, have recorded a substantial increase in their passenger traffic, +36% and +1%, respectively.

Capacity increase allows airlines operating an international HUB at their base airports to increase the number of passengers using indirect flights between Israel and a large number of destinations, while exploiting their route networks (Sixth Freedom traffic) as well as route networks of their partners in global aviation alliances and code-share agreements.

To sum it all, in 2014, an increase of approximately 6.1% was recorded in the total passenger traffic in Ben Gurion Airport, with a decrease of 4.8% in charter flight traffic, compared to the previous year. In total, charter flight traffic in Ben Gurion Airport constituted approximately 12.5% of total traffic, compared to approximately 14% in 2013.

Passenger traffic in Ben Gurion Airport in 2014¹⁴ was distributed as follows: the Company (including flights marketed by Sun D'Or) – 33.3%, other scheduled airlines – 55.7%, charter airlines (excluding Sun D'Or) – 11%.

Further growth in foreign airlines operations on routes to and from Israel is expected in 2015 as well, both by means of increase of capacity and/or frequencies and by expansion of destinations by existing airlines, as well as by the entry of new airlines.

¹⁴ The information on foreign airlines' operations is based on IAA data.

and due to the operation of scheduled flights to new destinations by the other Israeli airlines, so long as the implementation of the Open Sky agreement with Europe continues. The following are some prominent examples:

British Airways gradually increased the number of flights on route to London, when from the end of October 2014, with the start of winter 2014/5 season's schedule, it started operating 17 weekly flights on this route, in December it started operating 19 flights, and upon commencement of summer season schedule, by the end of March 15, it is expected to increase its weekly flights on the route to 20.

Lufthansa is expected to add three weekly flights on route Frankfurt – Tel Aviv, starting from March 29, 2015, with the start of summer season. The new flights are added to 17 weekly flights on route Frankfurt – Tel Aviv and 8 weekly flights on route Munich – Tel Aviv. In total, the German airline company shall offer 28 flights per week to both airports.

Alitalia is expected to add three flights on route Tel Aviv – Rome with the start of spring/summer 2015 season (totaling 29 weekly flights). Starting from April 2015, **Brussels Airlines** will operate 14 weekly flights on route Tel Aviv – Brussels, instead of 11 weekly flights.

Commencing April 2015, **Iberia** will operate wide-body aircraft on its flights from Tel Aviv to Madrid. The new aircraft will be first operated on two out of the thirteen weekly flights between Tel Aviv and Madrid. The operation of wide-body aircraft on said route and the addition of summer flights constitute a 32% increase in Iberia's seat supply for summer 2015 season, compared to the corresponding period of the previous year.

The Spanish airline **Air Europa** is expected to operate, starting from March 2015, three weekly scheduled flights on route Tel Aviv – Madrid. Air Europa has been operating for several years already charter flights between Tel Aviv and Barcelona, and in summer time, also flights to Palma de Majorca, and from time to time, upon demand, to Madrid.

The Company examines from time to time the possibility of increasing flight frequencies and/or capacity to existing destinations and the possibility of operating flights to new destinations, in accordance with market demands and including by means of code-share agreements and other agreements with other airlines.

The Company's estimate with respect to growth in competition in 2015 and the possible impacts thereof on the Company are forward-looking information, as defined in the Securities Law, based on the impacts of the Open Sky policy, including with respect to the growth in the number of foreign airlines that will operate at Ben Gurion Airport and the growth in the volume of operations of foreign airlines currently operating. The scope of the actual escalating competition and the impacts on the Company are affected, inter alia, by economic, security and geopolitical changes in the aviation industry.

(C) Charter Airlines

In total, 2014 recorded a decrease of approximately 5% in charter flights traffic to and from Israel compared to 2013. Charter airlines' (Israeli and foreign) share out of the total passenger traffic in Ben Gurion Airport in 2014 was approximately 12.5%, compared to approximately 14% in 2013, as set forth in the following table:

Year	Charter Airlines Share out of Total Passenger Traffic in Ben Gurion Airport
2014	12.5%
2013	14%
2012	14%
2011	15%
2010	15%

(D) Low Cost Airlines

Low Cost airlines are companies maintaining low cost structure, among others, by providing a basic level of service and by using alternative and less popular airports, and accordingly, they usually offer very competitive prices. These airlines managed to considerably grow in the U.S., Canada and Europe, and recently also in Asia.

In 2014, with the start of the application of the Open Sky agreement, Low Cost airlines have substantially increased their operations on routes to Israel, both by opening new routes and by increasing frequencies and/or capacity. The following are some prominent examples:

EasyJet continued to expand its operations in Israel and even started during the year to operate flights from Berlin, Milano and Gatwick Airport in London. In total, EasyJet operated 34 weekly flights to Israel from 8 different destinations: Luton (11 flights), London Gatwick (3), Manchester (2), Basel (4), Geneva (5), Rome (2), Milano (3) and Berlin (starting from June 2014 - 4 flights instead of 3). To sum it all, EasyJet's passenger traffic increased by approximately 53%.

EasyJet is expected to launch a new route between Tel Aviv and Paris with the start of spring/summer 2015 season, and operate 3 weekly flights on this route.

During the year, **WizzAir, the Hungarian airline**, operated flights to Israel from 8 different destinations (Budapest, Bucharest, Katowice, Warsaw, Prague, Vilnius, Sofia and Cluj-Napoca [Romania]), and substantially increased its passenger traffic (+133%), despite the reduction of frequencies on routes to Budapest and Bucharest following Operation Protective Edge and the total cancellation of the flights to Katowice, Warsaw and Prague from September 2014. It shall be noted that in

December 2014, WizzAir started re-operating flights on the route to Warsaw, and from January 2015 it also renewed its flights on route Tel Aviv – Katowice

Air Berlin added five flights on routes Israel – Germany 2 additional frequencies on route Tel Aviv – Berlin (7 in total), 2 additional frequencies on route Tel Aviv – Dusseldorf (4 in total), and one additional frequency on route Tel Aviv – Munich (3 in total) Air Berlin's flights to Cologne were cancelled Air Berlin's passenger traffic increased by 8%

The Turkish airline **Pegasus** expanded its operations and from since 2014 operated three daily flights on route Tel Aviv – Istanbul Despite the reduction in its frequencies following Operation Protective Edge, Pegasus increased its passenger traffic by 44% In addition, it announced that from April 2015, it will operate four weekly flights on route Tel Aviv – Antalya

In April 2014, the Belgic airline **Jetair Fly** started operating three weekly flights on the route to Brussels, instead of two weekly flights it operated before on route Tel Aviv – Liege, and its passenger traffic increased by 25% compared to 2013

Norwegian Air Shuttle added a third flight to the summer season schedule on route Tel Aviv – Stockholm, and started operating three weekly flights on route Tel Aviv – Copenhagen. With the start of Winter 2015/6 season schedule, it operated two weekly flights to each one of said destinations In total, Norwegian Air Shuttle increased its passenger traffic by approximately 98%

In May 2014, **Transavia**, an airline owned by Air France – KLM Group, started operating three weekly flights on route Tel Aviv – Paris, and since October it operates one weekly flight on the route to Lyon as well In addition, Transavia is expected, starting from April 2015, to expand its operations on the routes to Israel by adding two weekly flights on the route to Paris (5 in total), one additional flight on the route to Lyon (2 in total) as well as three weekly scheduled flights on the route to Amsterdam

To sum it all, in 2014 the low cost airlines increased their passenger traffic on routes to and from Israel by 39% and carried approximately 12% of the passenger traffic in Ben Gurion Airport

The Company's New Aviation Brand – "UP"

As a response to the increased competition on the part of low cost airlines, the Company launched a new aviation brand in the name of "UP", under which discounted flights were operated in the form of low cost flights to five destinations in Europe – Berlin, Budapest, Kiev, Prague and Larnaca Such discounted flights began operation upon the opening of summer 2014 season schedule The Company evaluates the operating results in these destinations in view of Operation Protective Edge events and the war in Ukraine, and will operate its UP flights to these destinations in 2015 as well

With respect to the cost structure of the UP aviation brand – the new brand offers passengers two types of tickets **UP Basic ticket** – a basic ticket which, upon additional payment, provides services such as baggage, seating and refreshments at the customer's choice; since changes in the tickets involve costs and in case of cancellation thereof, no refund will be issued **UP Smart ticket** – contains a variety of services such as baggage delivery, seating in Economy Class Plus, Preferred Seats, hospitality in the King David Lounge at Ben Gurion Airport, check-in at the Airport and flexible ticketing Frequent Flyer Club members can also accumulate points on UP flights, in a lesser amount compared to regular flights

In this regard it will be further noted that, in January 2014 the IAA published the criteria by which airline companies are allowed to operate from Terminal 1 and pay discounted fees Such criteria include. *inter alia*, an obligation to operate scheduled flights to determined destinations according to a fixed schedule, waiver of takeoff and landing rights at Terminal 3, compliance with the operating hours of Terminal 3, obligation to operate narrow-body aircraft only, commitment for selling flight tickets, subject to all existing laws including the possibility to purchase tickets online when, as the flight date approaches, ticket fare increases In addition, airlines shall undertake to sell flight tickets based on seat only and will not allow passengers to select seats nor will they be entitled to receive food for free or carry luggage in the belly of the plane at no charge Furthermore, aircraft turn-around will be short and will not exceed an hour and a half, and the services provided to the airline will be limited compared to Terminal 3 and will include remote aircraft parking (not adjacent to the bridge) and passenger transport by bus from Terminal 1 to Terminal 3 and from Terminal 3 to the airplane In addition, airlines operating flights from Terminal 1 will sell flight tickets to a determined destination without the option to sell connection flights on the same flight ticket

The Company applied to the IAA for approvals to operate UP flights from Terminal 1, but due to fewer working hours and late opening hours in Terminal 1, it provided no response to the morning takeoffs of the UP flights, thus during 2014 the Company operated its UP brand flights from Terminal 3.

In January 2015, the IAA announced several changes to the criteria set out above, *inter alia*, regarding the expansion of working hours and the implications of a failure to comply with the activity required in relation to the desired flights. As a result, the Company applied to the IAA to operate UP flights from Terminal 1 In view of the IAA's responsiveness to the Company's application, the Company is preparing to operate these flights from Terminal 1, starting from the end of March 2015.

The Company estimates that a growth is expected in low cost traffic to and from Israel and that the number of low-cost airlines' passengers out of the total passenger traffic in Ben Gurion Airport is expected to increase in 2015 as well Such increase, as well as the entry of other airlines into operations in the Israeli market and/or frequency and/or capacity increase by existing airlines, as described above, might have an adverse impact on the business results of the Company

The Company's estimate regarding the impact of the increase in the operations of foreign airlines, including low-cost airlines, on the business results of the Company constitutes forward-looking information, as defined in the Securities Law, based on the estimate that the trend of growth in Israel will continue. The extent of the growth in this activity and the expected implications on the Company's operations may be different from the Company's estimates, inter alia, in light of some factors beyond the Company's control, such as: the geopolitical situation in Israel, regulatory changes required for flight operation, continued application of the Open Sky policy as well as the results of the UP operations and the Company's actions in response to the competition.

(E) Domestic Flights

As specified in the Company's 2013 Periodic Report, in November 2013, the Company cancelled its flights to Eilat. The Company did not resume its flights to Eilat.

7.2. The Services in the Segment

(A) General

The main services the Company provides in this segment are flying passengers and cargo to various destinations by means of passenger aircraft. As of the Latest Date Prior to the Approval of the Report, the Company operates flights on passenger aircraft to approximately 33 destinations in about 25 countries in Europe, North America, the Middle East, Central Asia and other destinations. In 2014 the Company operated an average of approximately 257 weekly flights to each destination. In addition to flights operated by the Company, the Company is engaged in marketing flights in the framework of agreements with other airline companies (Interline Agreements), allowing passengers of scheduled flights, subject to certain restrictions, to use flight tickets issued by one airline, for flights of another airline. The airline actually carrying the passenger submits an invoice for payment to the Company that issued the flight ticket. The parties settle between themselves on a monthly basis, usually through IATA Clearing House.

Furthermore, the scheduled airline companies operate code-share flights, thus allowing the air carrier to market flights of another air carrier as if they were its own, so that a passenger books a flight through one carrier notwithstanding the fact that he travels with another air carrier. Code sharing provides participating air carriers with an option to increase flight frequencies offered to their customers, access to other destinations and marketing advantages, such as enhancing the attractiveness of joining the Company's Frequent Flyer Club. In recent years, the Company is also engaged in code share operations. For details regarding the Company's code-share agreements, see Section 7.4 below.

The Company operates, in its scheduled passenger flights, up to five travel classes, distinguished from each other by the type of seat, the space between seats, food and beverage menu and manner of serving, supply of comfort and leisure products and number of flight attendants in proportion to the number of passengers. Said travel

classes consist of: First Class, Enhanced Business Class – Platinum, Business Class, Economy Class Plus and Economy Class. Charter flights operate under a service profile adapted to charter flight operations. Not all flights offer all travel classes. Scheduled flights offer a set of in-flight voice programs, movies, both broadcast and print magazines and a sales service of duty-free items.

As stated above, starting from summer 2014 schedule, the Company began operating discounted low-cost flights under the new "UP" aviation brand. These flights offer two travel classes: Economy Class and Economy Class Plus. For further details, see Section 7.1.10 above.

In addition to scheduled flights, the Company is engaged, through Sun D'Or, in the marketing of charter flights by leasing aircraft capacity to charter flight organizers at pre-agreed prices, sale of seat packages to agents and sales to the public.

The Company's flights are supported by ground services system, in charge of the process of boarding passengers and their luggage, embarking them at the destination airport and unloading the luggage as well as handling the cargo. Said ground services are available in Ben Gurion Airport and in each one of the destinations where the Company's aircraft land. Simultaneously, the Company operates, under the guidance of government security officials, ground security system in all overseas airports where aircraft of Israeli airlines land, and an aerial security system that operates during passenger flights operated by Israeli airlines (the Ben Gurion Airport Ground Security System is operated by the IAA).

(B) Data on the Company's Group of Destinations

The following are data on the Company's market share, segmented into groups of major destinations, out of all passenger traffic to or from Ben Gurion Airport to those destinations:

To/from BGN Airport	Total Passenger Traffic in BGN Airport, segmented into destinations by direct flights (in thousands of flight legs)¹⁵	Company's estimate of its market share (in %)¹⁶

¹⁵ CAAI data refer to the airlines operating the flights rather than their destinations. Therefore, these data represent the Company's estimate, based on analysis of the CAAI data. These data are segmented by direct flight destination regardless of the passenger's actual destination, as far as Sixth Freedoms flights operated by foreign airlines are concerned.

¹⁶ These data are segmented by passenger final destination (including final destination of Sixth Freedom flights). The Company's estimate as to the passenger's final destination is based on data from global distribution systems. The Company cannot assess the accuracy of the data obtained from said distribution systems, which refer to paying passengers only. It should be noted that the CAAI publishes data referring to non-paying passengers, segmented by the airlines operating the flights (rather than by destination). Thus, Sixth Freedom flights operated by European airlines between Israel and the U.S. via a European airport will be attributed to the country of origin of the European airline. After processing of the CAAI data and breaking down the flights by the airlines' country of origin, while ignoring Sixth Freedom flights, the Company recorded the following market share: in the North America route – 47.3% in 2014 compared to 46.5% in 2013, the Europe route – 34.1% in 2014 compared to 33.1% in 2013, the Far East and Central Asia routes – 90.3% in 2014 compared to 87.7% in 2013, other destinations – 10.6% in 2014 compared to 8.7% in 2013.

	Change in % in 2014	2014	2013	2012	2014	2013	2012
North America	-1.5	1,599	1,623	1,595	36.5	37.0	36.7
Europe	6.3	9,543	8,980	8,525	38.1	37.1	37.3
Far East & Central Asia ¹⁷	1.0	497	492	469	57.7	57.4	57.4
Others ¹⁸	11.6	2,594	2,325	1,775	9.9	7.9	8.0
Total	6.1	14,234	13,420	12,364	33.3	32.5	33.6

(C) Routes to North America (to the United States and Canada)

At the height of the 2014 summer season, the Company operated about 30 weekly flights to North America, and about 23 weekly flights in the winter season (mainly to New York)

Competition in respect of direct routes to North America exists between United Airlines, Delta Airlines, Air Canada and US Airways

In addition, intensive operations of European airlines taking traffic on routes to the U.S. and Canada via their base airports (Sixth Freedom) continues. In 2014, a total decrease of approximately 2% was recorded in the volume of passenger traffic on direct routes to North America, compared to 2013.

In this respect, it shall be noted that during Operation Protective Edge, the FAA announced the suspension of U.S. airlines' flights to and from Israel for 24 hours, followed by a an extension of another 24 hours (for details, see Section 6.1 above). During the Operation, in July-August, many flight cancellations were recorded, in particular among tourists, and a slowdown in demand was recorded among Israelis. The impacts of Operation Protective Edge were felt throughout the second half of 2014, and caused a decline in passenger traffic in this route network.

In the North American route, all airlines (Israelis and Americans) have complete freedom with respect to airfare, number of frequencies, type of aircraft, aircraft configuration, *etc*. The Company has rights for passenger cargo and mail transport to and from New York and other destinations in the United States, some of which in the framework of a Code Share Agreement with **Jet Blue** airline, which entered into force in November 2014, allowing the Company to offer its passengers a large number of major destinations in North America, while relying on the Company's network of direct destinations. Until then, the Company had a code-share agreement with **American Airlines**, which was modified following American Airlines merger with **US Airways**,

¹⁷ The Company cannot assess the accuracy of its market share estimates, which include Sixth Freedom flights in the Far East and Central Asia market, Africa and other destinations (such as Turkey, Greece and Cyprus), due to the inaccuracy of information held by the Company in respect to the number of passengers traveling in these markets with other airlines.

¹⁸ Others: passengers travelling to destinations in the region (Cyprus, Egypt, Greece, Jordan, Malta and Turkey) and Africa.

currently applicable only to flights via joint destinations in Europe (destinations to which both the Company and American Airlines fly) For further details relating to the Company's Code-share agreements with Jet Blue and American Airlines, see Section 7.4 below

(D) Routes to Europe

As of the Report Date, the Company operates scheduled flights to 23 destinations in Europe, the main of which are London, Paris, Moscow, Frankfurt, Rome, Milano, Madrid and Zurich. The Company generally competes, on routes between Israel and Europe, with airlines of the destination country as well as with other scheduled airlines carrying Sixth Freedom traffic via their base airport, to other countries, with foreign and Israeli charter airlines operating charter flights to various destinations in Europe, and with companies operating scheduled low-cost flights. In 2014, the liberalization trend of the aviation industry in Israel continued along with the implementation of the Open Sky Agreement with the EU and the execution of other aviation agreements as specified in Section 7.1.10 above, as well as the grant of approvals by the Israeli authorities to foreign airlines, allowing them to increase capacity and frequencies.

This year was characterized by two major events with reverse effect – on the one hand, the implementation of the first phase of the Open Sky Agreement with the EU, which led to the aggravation of the competition on routes to Europe, with substantial growth in the operations of European airlines, and in particular, growth in low-cost airlines operations as specified in Section 7.1.10 above, whereas on the other hand – Operation Protective Edge, following which numerous flight cancellations were recorded among tourists, along with a slowdown in demand on the part of the Israeli public.

An increase of approximately 6% in total passenger traffic to Europe was recorded in 2014, as foreign scheduled airlines increased their passenger traffic by approximately 7% and charter airlines operating on these routes recorded a decrease of approximately 12%. The Company increased its passenger traffic on these routes by approximately 10%.

Such passenger traffic growth was led by Central and Eastern Europe countries: Romania (+38%), Bulgaria (+28%), Hungary (+21%), Poland (+15%), Czech Republic (+11%) and Lithuania. A considerable growth in the operations of the low-cost airline WizzAir was recorded in these countries.

Even on West Europe routes, the most significant passenger traffic increases were recorded on routes where a growth in the operations of low-cost airlines was recorded: Germany (+12%) – with a considerable increase in low-cost airlines operations - **EasyJet**, **Air Berlin** and **German Wings**, on routes to Italy (+7%) – with an increase in the operations of **Alitalia** and the low-cost airline **EasyJet**, on routes to Belgium (+11%) – with an increase in the operations of **Jetair Fly** and the Belgian airline **Brussels Airline**, and in Denmark (+41%), where **Norwegian Air Shuttle** commenced operations.

An increase (+7%) also occurred in passenger traffic on routes to Russia, due to a considerable growth in the operations of **Aeroflot** and **Rossiia Airlines**.

In light of a significant decline in the number of passengers to St Petersburg and following a thorough examination of the operational aspects, the Company decided there is no commercial justification to continue to operate on this route. Therefore, the Company announced cessation of its operations on this route, commencing January 18, 2015.

For further details on the growth in the operations of foreign airlines in Israel, see Section 7.1.10 above.

It shall be noted that the Company increased its passenger traffic to and from UP destinations included in this network of routes: Budapest, Prague, Berlin and Kiev, as described in Section 7.1.10 (D) above.

The Company's estimate of the increase in capacity and frequencies among other airlines and the aggravation of competition is forward-looking information, as defined in the Securities Law. This information relies, inter alia, on the Company's estimates in view of the current volume of its operations and the extent of competition in the markets, which may not materialize, in whole or in part, or materialize in a significantly different manner. The actual situation might be different from the above estimates, among other things, due to the degree of opening the market to further competition, regulatory changes, the Company's method of dealing with the competition and the risk factors set out in Section 9.18 below, as well as due to economic, security and geopolitical changes.

(E) Routes to the Far East and Central Asia

Apart from the Company, which operates on routes to India (Mumbai), Thailand (Bangkok), China (Beijing) and Hong Kong, and Korean Airline which operates flights on route to South Korea (Seoul), scheduled airlines operating in Israel also operate flights to these destinations in the framework of Sixth Freedom traffic.

It shall be noted that during Operation Protective Edge, Korean Airline has completely suspended its flights on route to Tel Aviv and resumed them in September 2014, causing a decline of approximately 19% in its passenger traffic.

In total, the number of passengers on direct flights to the above destinations in 2014 remained with no significant change (+1%), and its passenger traffic increased by approximately 4%.

(F) Other Routes

Other routes operated by the Company in 2014 are Greece, South Africa and Cyprus (Larnaca). In addition, the Company operates, every now and then, one-time charter flights or a short series of charter flights to various destinations.

Regarding regional routes, an increase of approximately 13% was recorded in passenger traffic to Turkey, notwithstanding the tension between the countries, which was reinforced following Operation Protective Edge, and in light of a considerable growth in the operations of Turkish airlines – **Turkish Airlines** and **Pegasus** – which have increased their passenger traffic by approximately 20% and 44%, respectively, as specified in section 7.1.10 above. This growth in the traffic to Turkey mainly arise from a growth in Sixth Freedom traffic, that is, passengers travelling via Istanbul to other destinations. On the other hand, a decline of approximately 12% was recorded in traffic to holiday destinations in Turkey, compared to the previous year. It shall be clarified that in view of security restrictions imposed on Israeli airline companies, in the last six years no flights of Israeli airlines have operated on the routes to Turkey.

In this respect, it should be noted that in December 2013, the aviation authorities of Israel and Turkey executed an agreement that should have enabled Israeli airlines to resume flights to Turkey. Due to limitations set in the agreement by the Turks, the attempts to establish an Israeli aviation security setup in Turkey have failed, thus it is impossible to resume flights operated by Israeli airlines to Turkey and the inequality between the parties continues in view of the increased operations of Turkish airlines, as specified above. A similar growth of approximately 12% was recorded on routes to Greece and the Greek Islands, which offer an alternative for vacation destinations in Turkey. A considerable growth (+29%) was also recorded in passenger traffic to Cyprus, mainly due to a significant increase in the Company's operations on the Larnaca route under the UP brand. It shall further be noted that in January 2015, the Cypriot airline, **Cyprus Airways**, announced bankruptcy and **Aegean Airlines** replaced it. In February 2015 Aegean Airlines commenced operations with three weekly flights on route Larnaca - Tel Aviv, and from March 29, 2015, with the start of 2015 spring/summer season, it is expected to operate seven weekly flights (daily flight) on this route.

Total passenger traffic on regional routes and on routes to Africa increased in 2014 by approximately 12%, and the number of the Company's passengers on these routes increased by approximately 36%, compared to 2013.

7.3. Segmentation of Revenues and Profitability of Services

A decline of approximately 5% in the Company's revenue from the segment was recorded in 2014 compared to its 2103 revenue, with a growth in passenger traffic in Ben Gurion Airport of approximately 6.1% in 2014, compared to 2013.

For details on the segmentation of the Company's revenue and profitability (consolidated) by segments reported by the Company in the field of passenger aircraft, see Section 4A of the Board Report.

7.4. New Services

UP – flights under the new "UP" aviation brand were launched on March 30, 2014, the discounted low-cost flights are operated to five destinations in Europe – Berlin, Budapest,

Kiev, Prague and Larnaca, with Boeing 737-800 aircraft, and two travel classes Economy Class (144 seats) and Economy Class Plus (36 seats). The new brand offers passengers two types of tickets. **UP Basic** – a basic ticket which, upon additional payment, provides services such as baggage, seating and refreshments at the customer's choice, since changes in the tickets involve costs and in case of cancellation thereof, no refund will be issued **UP Smart** – a ticket containing a variety of services such as baggage delivery, provision of seats in Economy Class Plus, Preferred Seats, hospitality in the King David Lounge at Ben Gurion Airport, check-in at the airport and flexible ticketing Frequent Flyer Club members can also accumulate points on UP flights, in a lesser amount compared to regular flights. In addition, the Company launched a new website created by El Al for its UP product, at www.flyup.com. The website offers all contents relevant to the product, the unique service specification for the UP flights and all related services required for passengers

737-900 Aircraft – during 2014, the Company continued the process of absorbing new Boeing 737-900ER aircraft, a process that started at the end of 2013, when the Company absorbed two new aircraft of this model (out of 8 aircraft purchased by the Company) During 2014, the Company absorbed the third and fourth aircraft, and the fifth one joined in March 2015 The other three aircraft are expected to be delivered to the Company during February and March 2016. Business Class in these advanced aircraft consists of 16 seats offering maximum comfort Thinner seats, manufactured by new technology, were installed in Economy Class A laptop electrical outlets and USB connections were installed in these aircraft

New Boston Route – on November 17, 2014, the Company's Board of Directors approved the opening of a new route to Boston. The new route will be launched in June 2015 The Company is expected to operate three weekly direct flights with a Boeing 767-300, an aircraft configured with 218 seats, out of which 22 are Business Class bed-seats and 28 are Economy Class Plus seats During the flight, passengers can enjoy an in-flight entertainment streaming system, allowing to watch a variety of contents in maximum comfort, and directly through their personal devices, containing a rich world of content

Upgrade of Luxury Classes in the 747-400 Fleet – the Company completed the upgrade process of Business Class seats in four 747-400 Boeing aircraft, with an improvement of the seats and redesign of upholstery. Such move allows the Company to offer bed-seats in Business Class in destinations where such aircraft are operated Additionally, First Class passengers are offered a redesigned class with a luxurious look

777 Fleet Upgrade – the Company upgrades its Business Class and First Class seats in all aircraft in the 777 fleet The process is expected to be completed by the end of June 2015 Starting from 2015 summer schedule, the Company's business class passengers will enjoy upgraded bed-seats in six 777 aircraft flying to long haul destinations such as Los Angeles, Hong Kong and New York, and sometimes also to Paris and London. The Company also renews its first class seats in the 777 fleet and offers its customers an intimate luxury redesigned class with six seats In addition, the Company launches its Economy Class Plus in the 777 aircraft fleet

Inter-Aircraft Communication System (streaming) – in June 2014, the Company launched, in some routes (to and from) between Israel to Europe, North America, Far East and South Africa, a flight entertainment system containing an inter-aircraft communication system, for the purpose of improving in-flight entertainment experience. The system broadcasts in-flight entertainment with AVOD (Audio & Video on Demand) to the passenger's personal device via Dream Stream by El Al App. The service is provided for free and allows the passenger to enjoy a variety of movies, TV shows, songs, games, children contents, contents appropriate for religious passengers, information to passengers, *etc*. The service was launched on 3 aircraft (two 767 aircraft and one 737-900 aircraft). In the coming year, the Company is expected to install the system in other aircraft according to the Company's structured plan.

For details regarding new areas of operations, see Section 9.15 below (Destinations and Business Strategy)

Code Share Agreements

- ✓ The Company signed a Code-Share Agreement with the U.S. airline **JetBlue**. The new agreement enables the Company's passengers to purchase combined flight ticket under the Company's Code, with maximum comfort and flexibility, for connection flights via JFK and Newark airports (New York) to 38 of JetBlue destinations across the United States. The Company's customers can also benefit from accumulating Frequent Flyers Club points in respect of these flights. Starting from June 2015, when the Company starts flying to Boston, the agreement shall be extended to include JetBlue connection flights from the Boston airport.
- ✓ Following the merger of American Airlines with US Airways, the cooperation between the Company and American Airlines has been modified in the Code-Share Agreement, thus the Company's possibility of selling connection flights within the U.S. under the code-share agreement, and starting from November 2014, the agreement applies only to flights via joint destinations within Europe (destinations in Europe to which both airlines fly). That is, the Company may sell code-share tickets for flights operated by American Airlines between Europe and the U.S., whereas American Airlines may sell code-share tickets for flights operated by the Company on routes between Europe and Israel.
- ✓ The Company announced the termination of the Code-Share Agreement with Vietnam Airlines, starting from October 25, 2014, due to changes in aviation agreements between China and Vietnam, which prevent the Company from carrying passengers on routes between Tel Aviv and Hanoi and between Tel Aviv and Saigon via Hong Kong under El Al's code-share.

7.5. Customers

The Company provides services to both private (households) and business passengers. Most of the Company's flight tickets are sold through travel agents and vacation package dealers as well as by the Company directly to institutions and individuals. For further details, see Section 7.6 below. For details on the Company's Frequent Flyer Club, see Section 7.6.4 below.

In the field of transportation by passenger aircraft, the Company has no customer nor agent by whom revenue or sales turnover amounting to 10% or more of the total revenues of the Group has been generated for the Company. The Company estimates it has no dependence on any single customer or agent.

7.6. Marketing and Distribution

7.6.1 Travel Agents and Travel Packages Dealers

Most travel agents are IATA members, thus they sell flight tickets of the various airlines. Upon the sale, the agent is entitled to receive a commission from the airline company at a rate set by it and in accordance with IATA guidelines¹⁹. At times, the agent is entitled to further commissions, *inter alia*, for the purpose of sales incentive, notwithstanding the discretion of the airline companies.

The vast majority of air fare marketing to passengers is carried out through travel agents and vacation package dealers. In addition, flight tickets are sold through the Company's sales offices and through phone and online direct sales. As of the date of writing this Report, the Company has three sales offices in Israel (Tel Aviv, Jerusalem and Beer-Sheva) and about 29 sales offices and 21 representative offices abroad.

Furthermore, the Company sells flight tickets through about 58 General Sales Agents (GSA) abroad (including direct and indirect destinations).

Air Tour (Israel) Ltd. (hereinafter "**Airtour**"), a company jointly owned by the Company and the travel agents, is another marketing channel of the Group in the Israeli market, acting as the distribution arm with respect to special offers and packages to all agents in Israel. The Company has agreements with Airtour for the distribution of the Company's flight tickets and the provision of various services by Airtour to the Company, including vacation package distribution, ticketing, payment transactions, etc.

Sun D'Or, the Company's subsidiary, also acts as a marketing arm of the Company's products mainly to charter flights and flights to various destinations.

The Company pays travel agents a commission (fixed component) as well as special incentives, particularly according to the volume of airline ticket sales. In principle, remuneration to travel agents in Israel is divided into two fixed component (fixed rate base commission) and variable commission component, as incentive. In this regard, various methods worldwide are adapted to the market needs. In recent years, a trend of reducing commissions is evolving in the aviation world, up to the point of setting prices without commission, in such a manner that travel agents' base commission shall be cancelled and handling fees collected by the agents will be added.

In January 2013, the Company announced the reduction of base commission rates from 7% to 5%. The date for updating the base commission as stated was set for July 1, 2013, after a delay due to travel agents' requests. Furthermore, the Company proposed a mechanism of

¹⁹ For details regarding IATA guidelines on this issue, see www.iata.org

another incentive for an additional period, as agreed with each agent. This step is intended to reduce operating costs in view of the increased competition and growth in costs. Travel agents' commission overseas varies from one country to another, in line with market conditions.

In December 2014, the Company executed an agreement with Sabre GBL Inc., a distribution company and one of the three largest distribution companies through which the Company distributes airline tickets. The agreement is for a three-year period.

7.6.2 Computerized Reservation System

The Company's computerized reservation system is Amadeus. The system displays updated schedule of the Company's flights and foreign airlines' flights, allowing users to make reservations and ticketing for flights of such airlines, and includes a security check system (DSC). The computerized system allows a more efficient utilization of loading capacity on the Company's aircraft by calculating weight and balance by means of gathering all data calculation as well as more efficient supervision on customer handling management.

In addition, the Company has agreements with certain international distribution systems, allowing users of such systems direct access to make reservations for the Company's flights.

7.6.3 Marketing and Sales to Passengers

The Company advertises its services to passengers in the Israeli market and in other large markets. In addition, the Company initiates marketing events, sponsorships and cooperations.

In 2014, the trend of growth in direct online marketing of airline tickets continued. This trend aims to reduce marketing and distribution costs incurred by airline companies. The Company continues to adapt its operations to the said trend, with an increase of approximately 24% in online sales through the website (including package sales, sales of associated services and upgrades) in 2014, compared to the corresponding period of the previous year. Such online sales amounted in 2014 to USD 228 million, and the Company estimates that a continued growth of revenues from online flight tickets sales is expected in the coming years, which may amount to approximately USD 400 million.

This growth is part of a continuous improvement of the Company's website. During the fourth quarter of 2014 and following many months of strenuous work, the Company launched a new website for customers in Israel and worldwide. The new website – www.elal.com – was planned and designed based on the digital strategy to be part of the customer's journey, it supports several languages and is accessible to all devices of any size.

The information regarding the Company's estimate for revenue increase resulting from online direct marketing of airline tickets is forward-looking information, as defined in the Securities Law, 5728-1968, which is based on the Company's estimates in consideration of global trends and developments in the consumption and aviation world. The materialization of the said information, in whole or in part, is uncertain and might be affected by external factors having effect on the competitive environment of the Company and/or by factors that

cannot be assessed and are beyond the Company's control, including marketing and sales factors.

The Company sells directly to passengers through its Reservation Department and website. In addition, the Company operates a business desk to promote sales to business entities, mainly in Israel.

Sun D'Or, the Company's subsidiary, serves as the marketing arm of the Company's products, mostly with respect to the marketing of charter flights and flights to various destinations, with flights being operated by the Company or by other Israeli airlines (mainly in weekends and holidays)

In order to increase the attractiveness for the Company's passenger flights to passengers interested not only in transportation services to and from Israel, but also in tourism services, the Company markets, directly and through travel agents, diversified ground tourism services (hotels, tours, car rentals) to individual tourists. For this purpose, the Company markets package deals through Airtour. This activity is marketed at the Company's representative offices abroad through Superstar Holidays (England), by means of independent direct marketing or through travel agents.

In June and November 2014, an agreement was executed with Taglit Birthright Israel Organization ("Taglit") to transport the participants of the 2014 summer program and the 2014-2015 winter program at an expected volume of about 17,000 passengers. Taglit brings teenagers between 18 and 26 to visit Israel and is considered a leading unique project in the Jewish world that brings young people from about 54 countries to Israel.

On August 24, 2014, an agreement was executed with government ministries for the years 2014-2015. As done since 2006, the Company and the government ministries tend to enter into an agreement for discounts, benefits and refunds in respect of flight services procurement for state employees and representatives.

In April and November 2014, agreements were executed with the Jewish Agency for Israel with respect to 2014-2015, for carrying groups of passengers and Israeli emissaries to Israel, for carrying groups from Germany and France to Israel and back, and for carrying groups of the Jewish Agency from London and back.

7 6 4 Frequent Flyer Program

As part of the marketing efforts and the efforts to increase passengers' loyalty to the Company, the Company offers special benefits to passengers who belong to the Frequent Flyer Club, which is based on a registered database. Passengers are credited with frequent flyer points for their flights on all international flights operated by the Company.

These points provide various benefits to passengers, including discounted or free flight tickets (except for additional cash payment for airport taxes and other surcharges, including for extra fuel), upgrades to a higher-level of classes and entrance to lounges used by the Company worldwide.

In the last years, the Company has entered into agreements allowing the accumulation and exercise of frequent flyer club point of other airlines and/or the conversion of points/stars from credit cards and other businesses into Frequent Flyer Club points, and it further entered into cooperation agreements allowing the accumulation of club points and/or receipt of other benefits following an acquisition in a variety of businesses (in general, the Company is paid a consideration by the business), as well as into agreements for the use of frequent flyer points in different businesses. In addition, agreements were made with non-profit associations and organizations acting out of social, valuable and humanitarian motives in order for the Frequent Flyer Club members to contribute points to such associations and organizations.

Membership in the Frequent Flyer Club is determined by a number of levels according to the volume of activity of the members: Regular, Matmid, Silver, Gold, Platinum and "Top Platinum".

In concurrence with commercial amendments made in recent years in the terms and conditions of the Frequent Flyer Club, various technological improvements have been implemented, including upgrade of the information system by allowing club members to process actions in their account through the website, improvement of the call routing system at the service center, improvement of the format of customer account statements, and more.

In 2014, the Company continued the operation of a program for nurturing, retaining and increasing the number of luxury customers, *inter alia*, by issuing a "Fly Card" branded credit card, as specified below.

As of December 2014, the number of club members reached about 1.747 million members, out of whom about 280,000 are Global Y members (a unique club card issued to Israel's supporters in the Diaspora).

In total, Frequent Flyer Club members' traffic in 2014 constituted approximately 29% of the Company's total passenger traffic, compared to 30% in 2013.

For details regarding the accounting treatment of the Frequent Flyer Club liabilities, see Note 2 K. (2) to the Financial Statements.

The Company intends to separate the Frequent Flyer Club activity and maintain it in the framework of a separate legal entity. To the best knowledge of the Company, such move is not expected to have significant financial impact on the Company. As part of the preparations for implementing said separation of activities, the Frequent Flyer Club activity was relocated to its new place of business in Or-Yehuda, starting from March 2014.

Branded Credit Card

On June 11, 2014, the Company executed agreements for issuing branded credit cards to the members of the Company's Frequent Flyer Club (hereinafter: the "**Branded Credit Cards**"). Fly Card and Fly Card Premium credit cards were issued to Israeli account holders through the following financial institutions: (a) Diners Club Israel Ltd. and Cal - Israel Credit Cards Ltd. ("**Diners and Cal**"); (b) Poalim Express Ltd. ("**Poalim**"), and (c) Leumi Card Ltd. and

Bank Leumi Ltd. ("Leumi") (hereinafter the "Agreements" and the "Financial Institutions", respectively).

The Branded Credit Cards provide their holders with special benefits depending on the type of card and volume of activity, in accordance with commercial terms agreed by the parties. Such benefits include, *inter alia*, accumulation of frequent flyer points in respect of transactions processed through the Branded Credit Cards.

In addition, the Company executed a cooperation agreement with the registered partnership Blue Square-Dor Alon Customer Club ("YOU Club"), whereby holders of Branded Credit Cards issued by Diners and Cal may enjoy additional benefits, including accumulation of frequent flyer points in YOU Club chains. Some of these credit cards even allow the exercise of frequent flyer points in those chains, in pursuance of the terms and conditions agreed between the parties.

According to the Agreements, El Al is entitled to consideration from the Financial Institutions, also based on the volume of the Branded Credit Card usage. The agreements further regulate the participation in advertising, marketing and sales promotion expenses, as well as customer service to holders of Branded Credit Cards.

The Agreements are for an initial term of five years, with an extension option for various additional years, subject to cancellation rights available to the parties.

The Company expects that the implementation of the Branded Credit Cards program will lead to a gradual increase in its revenues and improvement of its cash flow, together with a possible growth of liabilities in respect of accumulation of points based on the development of the pace of accumulation and exercise thereof.

The Company forecasts that in the coming years, 300 thousand credit cards will be issued and that gradual growth will occur in the number of club members to about 1.8 million. As of the Latest Date Prior to the Approval of the Report, about 70 thousand cards have been issued.

The information regarding the Company's estimate on the number of credit cards to be issued and the growth in the number of club members is forward-looking information, as defined in the Securities Law, 5728-1968, based on the Company's assumptions in consideration of global trends and developments in the consumption and aviation world. The materialization of the said information, in whole or in part, is uncertain and might be affected by external factors having effect on the competitive environment of the Company and/or by factors that cannot be assessed and are beyond the Company's control, including factors in the world of credit card retail and consumption.

7.7. Reservations Backlog

The Company does not have financial data regarding predicted volume of revenues from future flight reservations. Additionally, some of these reservations can be exercisable by the customer over a long period not exceeding two years. The Company has "prepaid revenues" arising from receipt of advance payment for flights not yet performed as well as from points accumulated by Frequent Flyer Club members as aforesaid.

7.8. Competition

7 8.1 General

- (A) The field of transportation by passenger aircraft is characterized by fierce competition between airlines providing transportation services to and from the same or alternative destinations.
- (B) The Company serves as the designated air carrier of the State of Israel to most destinations from where scheduled flights are operated to and from Ben Gurion Airport.
- (C) The Company estimates that during 2014, the competition on flights to and from Israel was vis-à-vis 110 airline companies, including the Israeli airlines Arkia and Israir (operating charter and scheduled flights to specific destinations), 60 foreign airlines which operated scheduled flights to about 65 destinations in approximately 37 countries, and over 50 airlines which operated charter flights (out of which about 30 have been operating throughout the year whereas the other airlines have been operating individual flights) In addition, competition in the field of cargo transport in the belly of passenger aircraft, which is included in this segment, is vis-à-vis airlines engaged in cargo transport using cargo aircraft and in the belly of passenger aircraft For further details, see Section 8 7 1 below,

For further details on the structure of competition within the segment, see Section 7 1 10 above

7 8.2 The Company's Market Share of Service Groups

The Company estimates that its share of the total traffic to and from Ben Gurion Airport in 2014 was approximately 33 3%, compared to 32 5% in 2013 The Company's market share of the Service Groups is provided in Section 7 2(B) above

7 8 3. Significant Competitors in the Field of Transportation by Passenger Aircraft

To the best knowledge of the Company, its significant competitors in 2014, in terms of market share, in the field of transportation by passenger aircraft were: United Airlines (U S), Delta (U S), US Airways (U.S.), Lufthansa (Germany), British Airways (Britain), Alitalia (Italy), Air France – KLM (France and the Netherlands), Swiss (Switzerland) Transaero (Russia), Aeroflot (Russia), Ukraine Air International (Ukraine), WizzAir and Turkish Airlines (Turkey)

For details regarding the aggravation of competition in the segment, see Section 7 1 10 above

7.8 4. Main Methods for Coping with Competition

The Company operates at several levels in order to increase its profitability, while preserving and increasing its market share and increasing its seat capacity, including

- (A) Adjusting the schedule, to the extent possible, to traffic seasonality and international events,
- (B) Increasing the frequency of flights to popular destinations as well as the number of flight destinations, *inter alia*, through cooperation with other airlines,
- (C) Striving to continually improve the service to passenger, including the improvement of seat comfort, quality and diversity of inflight food and entertainment, *etc* , while focusing on Business Class;
- (D) Granting benefits to passengers who belong to the Frequent Flyer Club and to business corporations that are members of the Company's Business Desk,
- (E) Activity through all relevant marketing channels,
- (F) Addressing the passengers by means of advertising campaigns in Israel and worldwide,
- (G) Launching the UP-brand flights (for details, see Sections 7.1.10 and 7.4 above),
- (H) Issuing "Fly Cards" – the Branded Credit Cards (for details, see Section 7.6.4 above)

Among the positive factors affecting or liable to affect the competitive position of the Company, the following factors can be listed large and diversified flight network, wide deployment of distribution network in Israel and worldwide, existence of an attractive customer club; strong brand in the local market, high level of safety and security; flight schedule stability and operational accuracy; adjustment of services to market needs and a set of cooperation agreements with other airlines

Among the negative factors affecting or liable to affect the Company's competitive position, the following factors can be listed geopolitical condition significantly reducing the Company's chances of operating Sixth Freedom flights (indirect flights via Ben Gurion Airport) vis-à-vis the increase of Sixth Freedom flights operated by other airlines, reducing regulatory barriers to operate in the Company's destinations, in particular in light of a liberal aviation policy, the entry of low-cost airlines, participation of foreign airlines in global aviation alliances (SKY, One World, STAR), regulatory changes and legislation restrictions and constraints applicable to the area of operations, excessive production capacity of competitors, the Company's reliance on distribution through agents vis-à-vis the increased trend of direct online marketing; the fact that the Company does not operate passenger flights on Sabbaths and holidays, and possible deterioration of the economic, security and political situation in Israel

7.9. Seasonality

The Company's operations is seasonal and focuses on peak periods, with high traffic of Israeli passengers abroad mainly in summer and during the Jewish Holidays, and with a high traffic of tourists to Israel in particular in the summer and towards Jewish or Christian holidays, or during vacations in the countries of origin The peak of the Company's operations is in the

third quarter of the year. In the third quarter of 2014, passenger traffic volume was approximately 31% compared to 23% in 2013, of the total annual traffic. In this regard, it shall be noted that Operation Protective Edge took place in the summer months (Q2 and Q3) and thus affected the results of this quarter and even next quarter's results

Below, data are presented on the distribution of the Company's revenues from passenger aircraft, by quarters²⁰

With respect to the year 2014

	Quarters (in USD millions)				Annual (in USD millions)
Year	Jan.-Mar.	Apr.-Jun.	Jul.-Sept.	Oct.-Dec.	Jan.-Dec.
2014	375.3	528.6	552.9	453.8	1,910.6
% of the operating segment	19.6%	27.7%	28.9%	23.8%	100%

With respect to the year 2013

	Quarters (in USD millions)				Annual (in USD millions)
Year	Jan.-Mar.	Apr.-Jun.	Jul.-Sept.	Oct.-Dec.	Jan.-Dec.
2013	388.5	489.8	585.5	456.5	1,920.3
% of the operating segment	20.2%	25.5%	30.5%	23.8%	100%

7.10. Production Capacity

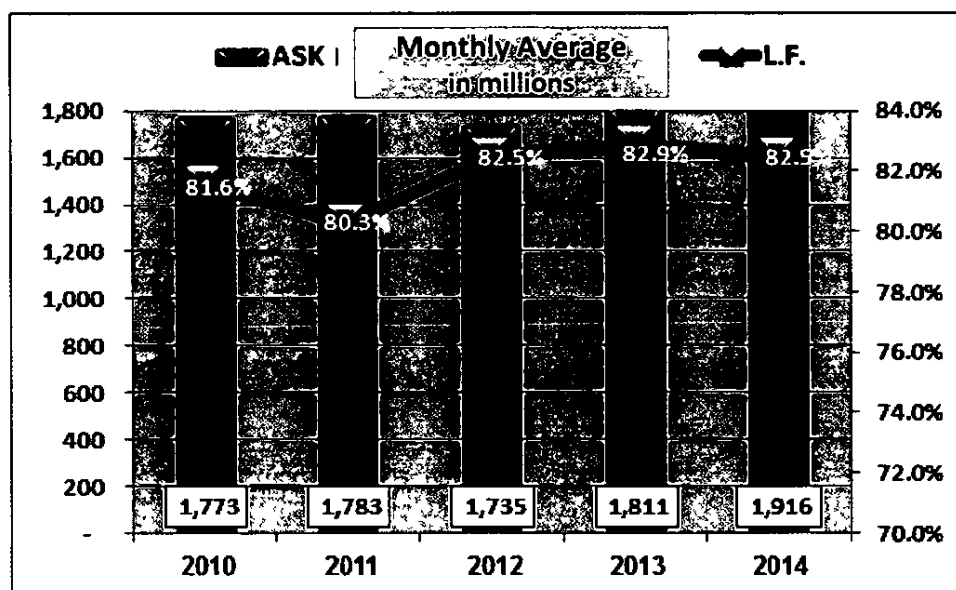
Output indices accepted in the aviation world with respect to passenger aircraft are Passenger Load Factor²¹ and Available Seat Kilometer ("ASK")²². At the height of demand (August), the Company's production capacity almost reaches the full output potential. In August 2014, the Company's ASK was approximately 2,344 million flown seat kilometers and its capacity rate was approximately 83%.

The following graph describes ASK monthly average and average capacity rate of the Company in the last five years:

²⁰ Dates of Jewish Holidays according to the Gregorian calendar vary from one year to the other, and this may have a comparative impact with respect to operations in corresponding quarters

²¹ Passenger Load Factor – calculated by passenger – kilometer flown (RPK ÷ the number of paying passengers multiplied by the distance flown) as percentage of available seat – kilometer (ASK – number of seats offered for sale multiplied by the distance flown)

²² Available Seat Kilometer – number of seats offered for sale multiplied by the distance



In accordance with the 1982 Government Resolution, the Company ceased operations of scheduled passenger flights on the Sabbath and Jewish Holidays, and as a result, the Company does not fully exploit its production capacity. On June 6, 2006, upon turning into a "Mixed Company", said prohibition was removed. In January 2007, it was agreed between representatives of the Rabbinical Committee for the Sanctity of Shabbat and the Company's representatives, that the Company would keep meeting the status quo prevailing up until then, whereby the Company does not operate passenger flights of El Al on the Sabbath and Jewish Holidays, in accordance with the 1982 Government Resolution. In view of the need, which arises from time to time, to operate flights on Sabbath, it was concluded that, prior to operating such flights, the Company shall apply to the Chief Rabbi to hear the halachic position (i.e. the position of Jewish Law). Furthermore, the parties formulated understandings for reimbursement of cancellation fees in respect of kosher meals, if, as a result of a breach of this understanding, ultra-orthodox passengers are forced to cancel their flights.

7.11. Aircraft Fleet

- 7.11.1 As of the Latest Date Prior to the Approval of the Report, the Company uses about 40 passenger aircraft, out of which 13 aircraft are leased by the Company and 27 aircraft are owned by the Company.
- 7.11.2. The Company's entire passenger aircraft fleet was built by Boeing. Therefore, the Company has dependence on the aircraft manufacturer Boeing as regards the supply of fuselage spare parts, in cases of malfunctions and findings in the course of regular maintenance (since Boeing is the aircraft manufacturer) and engineering consultancy.
- 7.11.3 The following table sets out passenger aircraft fleet owned by the Company, as of December 31, 2014.

Aircraft type	Total	Average age (in years)	Average number of seats	Maximum flight range (nautical mile)²³	Cargo carriage capacity²⁴
747-400	6	19.3	408	6,400	18.7
737-900ER²⁵	4	0.9	172	2,500	2.5
737-700	2	15.3	110	2,500	2
737-800²⁵	6	10.7	154	2,400	2
777-200ER²⁵	6	11.6	279	7,300	22.4
767-300ER	2	23.3	221	5,300	8
Total	26	12.7	243		

In March 2014, the Company completed a transaction to acquire the 767-300 (EAJ) Boeing aircraft from a foreign company from which the Company has leased the aircraft in the last ten years. For details, see Note 14D (3) to the Financial Statements as of December 31, 2014.

In November 2014, the Company completed a transaction to acquire the 767-300 (EAP) Boeing aircraft from a foreign company. Prior to the sale, the aircraft has been operated by the Company during eight years as a leased aircraft. For details, see Note 14D (4) to the Financial Statements as of December 31, 2014.

During 2014, the Company absorbed two new additional 737-900ER Boeing aircraft, which are the third and fourth aircraft of this model, purchased by the Company in the framework of a transaction for the acquisition of eight new aircraft of this model. These aircraft joined the Company's narrow-body aircraft fleet in March and July 2014, respectively, and they operate to short- and medium-haul destinations. On March 10, 2015, the Company signed the admission documents of another new aircraft of this model – the fifth one – which was purchased by the Company in the framework of this transaction. For details regarding the funding for this aircraft and the loan facility for the aircraft acquisition, see Note 20B (5) to the Financial Statements.

In the framework of the long-term strategy formulated by the Company, the Company is focusing on the formulation of a wide-body aircraft acquisition program, whereby the Company intends to examine proposals for the purchase of various models of aircraft manufactured by Boeing and Airbus. On March 12, 2015, the Company sent to both aircraft manufacturer mentioned above, a Request for Proposals (REP), in the framework of which both aircraft manufacturers have been asked to propose solutions for having the Company equipped with wide-body aircraft for the coming years, in accordance with the terms and

²³ The range determined for an aircraft full of passengers, and without cargo

²⁴ Cargo contents of an aircraft full of passengers to such range, that the required amount of fuel is not at the expense of payload

²⁵ Some of the 737-800, 777-200ER and 737-99 aircraft were acquired by means of EXIM / EXIM Guarantee, therefore the legal framework provides that in the first stage, the aircraft have been leased by the Company, with an option to purchase them at the end of the period in return for one dollar

conditions defined by the Company The Company asked in the aforementioned document to receive response for its request

7 11.4 The following table sets out the passenger aircraft fleet leased by the Company, as of December 31, 2014

Aircraft type	Total	Average age	Lease termination date	Average number of seats	Additional details
737-800	9	11 2	EKO – November 2015 EKP – October 2016 EKI – October 2018 EKS – August 2016 EKF – December 2016 EKT – November 2018* EKM – May 2018 EKR – May 2018 EKU – March 2019**	172	* EKT – the Company has an exist option in November 2016 ** EKV - the Company has an exist option in March 2017
767-300ER	4	17 2	EAR – November 2016* EAL – November 2017 EAM – December 2017** EAK – November 2015	224	* EAR – the Company has an exist option starting from November 2016, with a 6-month advance notice ** EAM - the Company has an exist option from February 2016 until December 2017, except in December 2016 and January, June, July and August 2017
Total	13	13		189	

Lease fees in respect of the Company's aircraft in this segment amounted in 2014 to approximately USD 64 6 million, compared to about USD 71 million in 2013, and about USD 64 million in 2012/

For details of transactions for the purchase, lease and sale of aircraft, and regarding the extension of agreements with respect to the aircraft, see Notes 14D and 20B to the Financial Statements.

8. Cargo Aircraft Segment

8.1. General Information about the Operating Segment

The following describes trends, events and development within the macroeconomic environment of the Company which have, or expected to have, material impact on the business results or the development in the entire Company, or in the segment of cargo aircraft operations, with respect to the following matters

8.1.1 Structure of the Segment and Changes Occurring therein

Four types of competitors operate in the market of cargo aviation transportation. Companies carrying cargo by cargo aircraft only, companies carrying cargo in the belly of passenger aircraft only, companies, like El Al, that carry cargo both by cargo aircraft and in the belly of passenger aircraft, courier companies which, in addition to their courier services, carry other cargo on their aircraft.

In the last few years, a steady increase is seen in the volume of passenger aircraft on international routes worldwide, which increases competition.

In addition, in the last year the growing trend of shifting cargo transport to marine traffic continued.

The Company estimates that its share of cargo transport in the years 2014, 2013 and 2012 is estimated at approximately 34.2%, 35.2% and 33.2%, respectively, out of all cargo transported by air to and from Israel (including cargo carried in passenger aircraft belly, excluding Sixth Freedom and including mail operations).

8.1.2 Restrictions, Legislation, Standardization and Special Constraints Applicable to the Operating Segment

Regulatory restrictions applicable to cargo transport by cargo aircraft are similar to those applicable to passenger transport by passenger aircraft.

Regulatory arrangements have also been made in the cargo segment, with respect to many operational aspects, such as permitted flight capacity, air carrier liability for damages, standards of flight safety, security and noise. For details, see Section 9.11 below. However, the policy of aviation authorities around the world regarding the provision of permits in connection with cargo aircraft tends to be more lenient than in the segment of passenger aircraft.

8.1.3 Changes in the Volume and Profitability of Operations in the Segment

(A) The volume of international cargo transportation

According to IATA estimates, a growth of approximately 4.8% was recorded in 2014 in the volume of global cargo transportation (international only) by aircraft (including in passenger aircraft belly). In 2013, an increase of 3.0% was recorded (international only).

In December 2013, IATA published its estimates, according to which, by 2019 an average annual growth (2015-2019) of approximately 4.9% is expected in global cargo transportation (international only) by aircraft (including in passenger aircraft belly).²⁶ IATA estimated that 2015 will result in a growth of 5.0%.

²⁶ IATA forecasts until 2019 refer to growth in the weight of cargo flown in tons, multiplied by the distance flown – Revenue Ton Kilometer (RTK).

The following table describes the development in the volume of air transport operations (international only) of cargo and mail for 2013, based on data provided by IATA²⁷

Year	Output	
	RTK ²⁸ (in millions)	RTK annual change (%)
2014	N/A	N/A
2013	168,469	1.6

(B) The volume of cargo transportation by aircraft to and from Israel

The following are data on cargo traffic entering and exiting Ben Gurion Airport in the last five years (data include cargo carried by cargo aircraft and in passenger aircraft belly)²⁹.

Cargo Traffic at Ben Gurion Airport (in thousands of tons) for the year ending December 31									
	2014	Change from 2013	2013	Change from 2012	2012	Change from 2011	2011	Change from 2010	2010
Export	132	3%	139	(5%)	147	(5%)	155	(5%)	164
Import	142	4%	136	1%	134	(4%)	139	2%	136
Total	285	3.5%	275	(2%)	281	(4%)	294	(2%)	300

During 2014, an increase of approximately 3.45%³⁰ was recorded in cargo traffic at Ben Gurion Airport, constituting about 9,500 tons, compared to 2013.

In addition to CAL Cargo Airlines Ltd. ("CAL"), the Israeli cargo company, cargo capacity of foreign airlines included cargo capacity of passenger flights and cargo flights operated by eight airlines: FedEx (USA), NMG and Turkish Airlines (Turkey), EAT (Belgium), Korean Air (Korea), Royal Jordanian (Jordan), Lufthansa (Germany) and Silk Way (Azerbaijan). Additionally, non-scheduled cargo flights were operated through foreign airlines, on an ad hoc basis.

About 54.1% of the total cargo traffic at Ben Gurion Airport was carried on cargo aircraft whereas the remaining traffic (45.9%) was carried in passenger aircraft belly (mainly wide-body aircraft). These data do not include cargo carried by the Company in 2014 via Ben Gurion Airport under Sixth Freedom at negligible volume³¹, 0.5 thousands of tons in 2013, and a negligible volume also in 2011 and 2012.

²⁷ Data for 2014 have not yet been published.

²⁸ Revenue Ton Kilometer - the weight, in tons, of paid cargo on cargo aircraft, multiplied by distance flown.

²⁹ Source: CAAI and the Company's estimate, which includes deduction of El Al's Sixth Freedom operations via BGA and addition of El Al's mail operations.

³⁰ Without deducting the Company's Sixth Freedom operations via BGA, traffic increase in 2014 was approximately 3.3%.

³¹ Data contains cargo carried on cargo aircraft as well as cargo carried in passenger aircraft belly.

8.1.4. Developments in the Operating Segment Markets or Changes in the Characteristics of its Customers

The Israeli market in the segment of cargo transportation on cargo aircraft is characterized by high seasonal fluctuation, due to the relatively high weight of agricultural export (substantially carried out in wintertime) out of total export. For details about the Company's customers in the segment of transportation by cargo aircraft, see Section 8.5 below.

8.1.5. Technological Changes which have a Material Impact on the Operating Segment

In September 2014, cargo controllers in the Ground Operations Department started to use a new system for planning cargo aircraft loading, manufactured by Champ Cargo System of Luxembourg. The system is based on cloud architecture and calculates aircraft weight, balance and loads thereon, taking into account cargo loaded and restrictions defined by the aircraft manufacturer, and produces an electronic weight and balance form. The system obviates the need for manual data transfer and improves data reliability.

In the third quarter of 2014, the first phase of CRM implementation in the Cargo Division has materialized with respect to the management of cargo clients and their service inquiries in Israel. This solution replaces manual work, without a system, and provides structured and transparent documentation for all those who come in contact with the client. This solution is also the beginning of an overall management of cargo agents in the areas of service, sales and marketing in Israel and abroad, and it provides a comprehensive and integrative picture of client regarding its activity in the field of cargo and passengers. Such client picture shall assist in improving decision-making, sales and service.

8.1.6. Critical Success Factors in the Operating Segment and Changes Occurring therein

In the segment of cargo transportation by cargo aircraft, several factors having impact on the competitive status in the segment can be counted: the ability to offer cargo transport to popular destinations at competitive prices, independent development of route network, including the option to operate Sixth and Fifth Freedom flights as activity supporting cargo transportation to and from Israel, cooperation with other airlines, cargo transportation at the required frequency and quality, while meeting schedules; risk management and hedging.

8.1.7. Changes in the Network of Suppliers and Raw Materials for the Operating Segment

The main raw material used by airline companies is jet fuel, thus constituting one of the major expenditure components of an airline company. For further details regarding fuel, see Section 9.5.1 below. In addition, the Company has dependence on Boeing, as specified in Section 7.1.7 above.

8.1.8. Main Entry and Exit Barriers of the Operating Segment and Changes Occurring therein

Regulatory entry barriers (the need for a designated air carrier and permissions for flight frequency, capacity, *etc.*) with respect to scheduled cargo aircraft flights are essentially similar to the regulatory entry barriers with respect to scheduled passenger aircraft flights, as set forth in Section 7.1.8 above.

The Company estimates that in the segment of cargo flights, some of the countries have a more liberal policy on giving permissions. Therefore, the Company estimates that in the segment of cargo flights, this entry barrier may be less significant in some countries.

Another entry barrier in this segment is the relatively large initial investment required for establishing and operating an airline company, including aircraft acquisition and leasing, as well as other ongoing significant investments.

Restrictions on the holder of the Special State Share with respect to reducing the Company's cargo aircraft fleet constitute an exit barrier unique to the Company. For details, see Section 9.11.9 below.

8.1.9 Substitutes for the Segment's Services and Changes Occurring Therein

The main substitute for air transport by cargo aircraft is cargo transport in the belly of passenger aircraft, marine transport, or a combination of marine transport to a nearby destination port, from where the cargo is conveyed by means of land transport. In 2014, no material changes have occurred with respect to the substitutes for transportation by cargo aircraft. It shall be noted that marine transportation constitutes a significant substitute for air cargo transportation.

8.1.10. Structure of Competition in the Operating Segment and Changes Occurring Therein

In the last few years, a change has occurred in the structure of the segment in the Israeli market due to increase in supply to customers following the entry of other airlines operating designated cargo aircraft. Furthermore, the expansion of scheduled flights to and from Israel on passenger aircraft capable of carrying cargo in their bellies, is liable to increase competition in the field of cargo operations. Nevertheless, part of the growth in passenger aircraft arises from the operations of low-cost airlines operating flights from destinations in Europe to Israel on narrow-body aircraft which in most cases do not carry cargo. For further details, see Section 8.7 below.

8.2. The Services in the Segment

In this segment, the Company offers cargo transport services by cargo aircraft from Israel to overseas destinations and from overseas destinations to Israel, cargo transport from one foreign country to another foreign country (Fifth Freedom), for example – from Liege to New York, or cargo transport under Sixth Freedom (indirect flights via interim destinations in the airline's parent country), for example – from Asia to Europe or the U.S. with a stopover in Israel. The Company carried cargo by air under Sixth Freedom (2011-2014) at negligible volume. The Company distinguishes between three major destination groups: (1) North America; (2) Europe; (3) the Far East and Central Asia.

During the Reporting Year, the Company offered, in this segment, cargo transport services to one destination in Europe on scheduled flights, to eight destinations in Europe on charter flights and to one destination in North America. On top of that, the Company offers cargo

transport services to many other destinations on the Company's passenger aircraft or through cooperation with other airlines as well as by means of marine transportation from the airport.

Cargo Traffic on the Company's Cargo Aircraft, by regions (in tons) for the year ending December 31:

	2014	2013	2012	2011	2010
Between Israel and Europe	32,071	32,749	32,533	33,675	36,139
Between Israel and the U.S.	6,305	5,120	6,203	7,821	8,309
Between Israel and the Far East and Central Asia	79	32	122	1,279	1,418
Total	38,455	37,901	38,858	42,775	45,866

These data do not include air cargo carried by the Company other than via Ben Gurion Airport under Fifth Freedom and air cargo carried by the Company via Ben Gurion Airport under Sixth Freedom. In the years 2014, 2013, 2012 and 2011, the Company carried Fifth Freedom cargo by the cargo plane in a volume of 2 thousands of tons, 3 thousands of tons, 5 thousands of tons and 10 thousands of tons, respectively. The Company carried Sixth Freedom cargo by the cargo plane at negligible volume. The major target markets for cargo transport services are importers, industrial factories and the agricultural sector.

For the purpose of cargo distribution from the Company's cargo hubs, the Company operates a truck transportation system in Europe, through subcontractors.

In June 2014, the Company's Audit Committee and Board of Directors approved the exercise of the Company's option to extend the framework agreement it has entered into with Maman - Cargo Terminals & Handling Ltd ("Maman" and the "Framework Agreement", respectively) on February 3, 2010 for another period, from April 1, 2014, to June 30, 2018 under the terms of the Framework Agreement (the "Extension Period"). At the end of each year during the Extension Period, the Company shall be entitled to choose whether to terminate the agreement or extend it in accordance with the terms of the Framework Agreement for another year, up to the end of the Extension Period. The Framework Agreement provides the terms and conditions as regards the terminal services provided to the Company by Maman, which include, inter alia, cargo handling and storage.

In August 2014, the Company entered into an agreement with Alliance Ground International, LLC ("AGI") for the supply of cargo terminal and handling services at the JFK Station in the U.S., for a period of five years, starting from August 2014. The expected total financial scope of the Agreement is approximately USD 11.8 million.

In November 2014, the Company entered into an agreement with AviaPartnet for the supply of cargo terminal and handling services at the Liege Station in Belgium for one year period (extending an existing agreement) starting from January 2015. The expected total financial scope of the Agreement is approximately USD 2.6 million.

8.3. Segmentation of Revenues and Profitability of Services

In 2014, a decrease of approximately 0.6% occurred in the Company's revenues from the segment compared to the 2013 revenues, with a growth rate in the segment of cargo at Ben Gurion Airport of approximately 3.4% in 2014, compared to 2013. For details regarding data on the segmentation of the Company's revenues and profitability (consolidated) by the Company's reported operating segments in the field of transport by cargo aircraft, see Note 33 to the Financial Statements.

8.4. New Services

The Company examines from time to time the option of operating flights to new destinations and adding frequencies to existing destinations, in accordance with the requirements of the law.

8.5. Customers, Marketing and Distribution

The majority of the Company's sales in the segment of transport by aircraft carrying cargo are made to cargo agents (approximately 90.2% in 2014). The remaining sales are made directly to the end customers which are not cargo agents.

In the segment of cargo transport by aircraft carrying cargo, the Company does not have customers the revenue from which is 10% or more of the Company's total revenues.

In addition, the Israeli cargo consolidation company ("ACI"), some of the shares of which are held by the Company (without the right to dividends), is engaged in consolidation of air cargo at Ben Gurion Airport and transfer thereof abroad, mainly through the Company. ACI, like other companies operating in this segment, consolidates cargo of individual dispatchers into one shipment, and in its capacity of dispatcher, it sends it for delivery to the Company.

8.6. Backlog

As a rule, carrying cargo by cargo aircraft is done shortly after processing a service order. Therefore, in 2014, the Company did not have any significant backlog.

8.7. Competition

8.7.1 The Conditions of Competition in the Operating Segment

- (A) The segment of transportation by cargo aircraft is characterized by fierce competition between airlines providing transportation services between the sale destinations or alternative ones. Airline companies compete in various segments, the main of which are: transportation price, level of service, schedule and frequency of flights.
- (B) In the operating segment in Israel, the Company competes with CAL and foreign airlines operating cargo aircraft. As of the Report Date, CAL operates flights to various destinations in the U.S. and Europe. During 2014, CAL replaced its two 747-200 Boeing cargo aircraft with two 747-400 Boeing cargo aircraft with a lower fuel consumption.

- (C) In 2014, the Company competed with eight foreign airlines (in addition to CAL) operating cargo aircraft on flights to and from Israel, in carrying cargo on cargo aircraft to and from Israel
- (D) The Company competes with most scheduled airlines operating passenger aircraft and carrying cargo in their belly. In 2014, the Company's share of cargo carried in passenger aircraft belly was 46.4% compared to 25.6% of cargo carried by cargo aircraft
- (E) In the last few years, the CAAI tends to approve applications of foreign scheduled airlines to increase their flight frequencies to Israel. As a result, a considerable growth occurred in the capacity of carrying cargo in the belly of passenger aircraft of such foreign airlines. Said growth also aggravates the competition in the segment of cargo transportation
- (F) In November 2013, Silk Way started operating a weekly cargo flight on route to Baku (Azerbaijan) as charter flight, and in November 2014 it added a second weekly flight. Such traffic constitutes competition for the Company in the cargo operations to and from the Far East

8.7.2 Significant Competitors in the Segment of Transportation by Cargo Aircraft

To the best knowledge of the Company, its significant competitor in terms of market share, in the segment of transportation by cargo aircraft is CAL.

8.7.3 Principal Methods for Coping with Competition

The Company operates at several levels to increase its profitability, while retaining and increasing its market share as well as increasing the volume of cargo it transports, *inter alia*

- (A) Adjusting the schedule, to the extent possible, to traffic seasonality, and maintaining schedule stability
- (B) Increasing frequency of flights to popular destinations and the number of destinations through cooperation with other airlines
- (C) Competitive price quotes.
- (D) Increasing the frequency of the Company's cargo flights between two foreign countries

Among the positive factors affecting or liable to affect the competitive position of the Company, the following factors can be listed: the operation of a dedicated 747-400 Boeing cargo aircraft, a strong brand in the local market, high level of service, high level of security and safety, a wide range of direct flight destinations, schedule stability and operational accuracy.

Among the negative factors affecting or liable to affect the competitive position of the Company, the following factors can be listed: Israeli authorization for additional competitors or destinations; Regulatory changes limiting the possibility for entering into cooperation agreements with other airlines or preventing the exercise of traffic rights; the entry of new foreign competitors, increasing flight capacity of foreign airlines (including under Sixth and

Fifth Freedom), security restrictions and requirements, deterioration of the economic, security and political situation in Israel.

8.8. Seasonality

This segment is characterized by a seasonal fluctuation due to the relatively high weight of agricultural export out of total export using cargo aircraft. The following are data on the segmentation of the Company's revenues from the cargo aircraft, by quarters

With respect to the year 2014

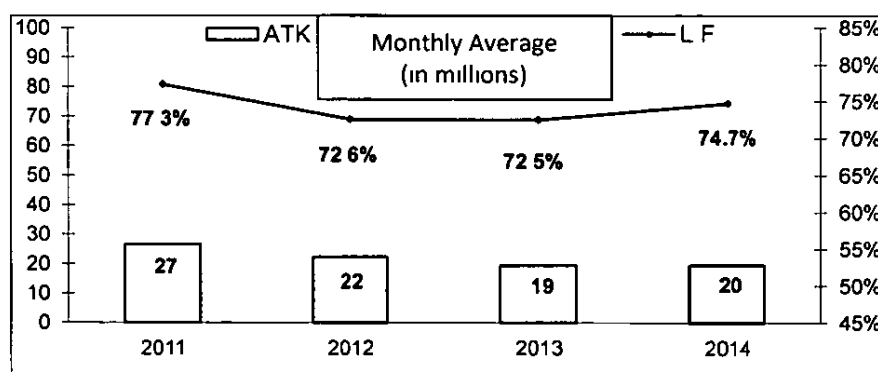
	Quarters (in USD millions)				Annual (in USD millions)
Year	Jan.-Mar.	Apr.-Jun.	Jul.-Sept.	Oct.-Dec.	Jan.-Dec.
2014	18.6	17.0	16.5	17.8	69.9
% of the operating segment	26.6%	24.3%	23.6%	25.5%	100%

With respect to the year 2013

	Quarters (in USD millions)				Annual (in USD millions)
Year	Jan.-Mar.	Apr.-Jun.	Jul.-Sept.	Oct.-Dec.	Jan.-Dec.
2013	18.4	16.7	15.6	19.7	70.4
% of the operating segment	26.1%	23.7%	22.2%	28.0%	100%

8.9. Production Capacity

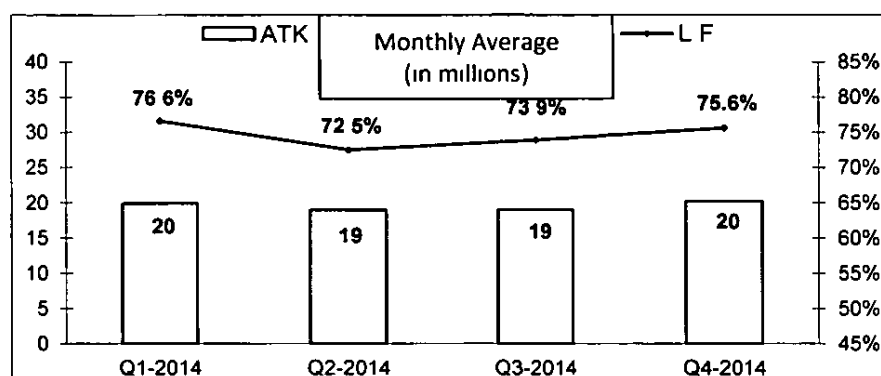
Output indices accepted in air cargo transportation by cargo aircraft are capacity rate (Load Factor)³² and Available Seat Kilometer ("ASK")³³. It shall be noted that the capacity rate indicator is calculated only according to cargo weight, regardless of cargo volume



³² Calculated by passenger – kilometer flown (RPK - the number of paying passengers multiplied by the distance flown) as percentage of available seat – kilometer (ASK – number of seats offered for sale multiplied by the distance flown)

³³ The capacity available for cargo transportation, multiplied by the distance flown (Available Ton Kilometer)

The following graph describes the average capacity rate and available ton-kilometer of the Company in 2014, per quarter on average



8.10. Aircraft Fleet

In June 2014, the Company signed an extension to the lease agreement of the 474-400F (ELF) cargo aircraft with Banc of America Leasing Ireland Co Limited for another period of 72 months, starting from August 1, 2013, with the Company having an option to terminate the lease after 48 months

Additionally, the Company leases cargo aircraft in "wet lease" (lease of aircraft with crew)

The Company's aircraft lease expenses in this segment totaled approximately USD 8.7 million in 2014, approximately USD 10 million in 2013 and USD 13 million in 2012

8.11. Raw Materials and Suppliers

The Company's principal raw material is fuel. For further details, see Section 9.5.1 below. In the segment of cargo aircraft, the Company uses, in its various stations around the world, suppliers engaged in unloading and loading aircraft, storing cargo in warehouses, supplying airborne equipment and consumables for current use as well as in cargo land transport from the customer to the airport and vice versa. The rate of expenditure for entering into agreements with such suppliers in 2014 was approximately 16% of the segment's expenses. In 2014, the Company had no dependence on a single supplier.

9. Details About the Two Operating Segments

9.1. Fixed Assets and Facilities

9.1.1 Real Estate

- (A) The Company owns an area of approximately 1,560 sq m in El Al house, located at Ben Yehuda Street in Tel Aviv, which, until recently, served as the offices of the Israeli branch and was leased to others (for details, see Section (F) below). In addition, the Company owns offices in Spain (Madrid) and Argentina (Buenos-Aires) on a total area of approximately 269 sq.m.
- (B) The annual cost of leasing the areas in Israel is approximately USD 8,200 thousands for a built area of approximately 88,000 sq.m (out of which, about 80,000 sq m in El Al Campus) The following table sets out material real estate properties the Company leases in Israel

Property	Parties to the Agreement	Consideration	Term of Contract and Extension Option
El Al Campus at BGN Airport on a built area of approx 80,000 sqm on a land of approx 290 dunam See subsection (C) below	Authorization agreement between the IAA (Authorizer) and El Al (Authorisee)	Approx USD 4.2 million for the land and buildings component in 2014	The agreement is valid until Dec 31, 2010, with an extension option for another period of 25 years. The Company announced its wish to exercise said option and is in process of negotiations with the IAA regarding the extension of the agreement for another period.
Customer service warehouse at BGN Airport on a built area of approx 2,600 sqm plus approx 1,750 sqm operational space	Authorization agreement between the IAA (Authorizer) and El Al (Authorisee)	Yearly usage fees of approx NIS 2.5 million	The validity of the agreement was extended until December 31, 2016.
Areas in Terminal 3 at BGN Airport			
A Area for King David Lounge and other areas. See subsection (D) below	Authorization agreement between the IAA (Authorizer) and El Al (Authorisee)	Yearly usage fees of approx NIS 18 million	The agreement is valid until December 31, 2014, and negotiations are held for extending it.
B Operational areas in Terminal 3	Authorization agreement between the IAA (Authorizer) and El Al (Authorisee)	Approx NIS 7.8 million	Authorization agreements were executed with respect to the other areas, for a 10-year period, starting from November 2, 2014. The agreement is valid until November 1, 2014, and negotiations are held for extending it.
C Areas in Terminal 1 at BGN Airport, Eilat and Ovda	Authorization agreement between the IAA (Authorizer) and El Al	Total annual cost of approx NIS 0.2 million	The agreements are for different periods.

Property	Parties to the Agreement	Consideration	Term of Contract and Extension Option
Terminal – areas totaling approx 140 sqm (in favor of flight to Eilat)	(Authorisee)		
Areas at BGN Airport for the Company's cargo transport operations, these areas include space of approx 445 sqm in Maman Building	Agreement between the El Al and Maman - Cargo Terminals and Handling Ltd	Yearly usage fees of approx NIS 0.3 million under in Israeli Shekel contract	The agreement is valid until December 31, 2014 and negotiations are held for extending it
El Al branches around Israel on areas totaling approx 1,500 sqm (excluding parking areas)	Various owners vis-à-vis the Company	Total annual cost of approx NIS 2.1 million	The agreements are for different periods

(C) Land Use Rights of the Land at Ben Gurion Airport (BGN Airport)

Ben Gurion Airport (BGN Airport) serves as the Company's base airport and its principal operations base. The Company's head office is located at BGN Airport and so are its aircraft hangers, aircraft parking spaces, workshops, warehouses and the other offices of the Company and its facilities. Most offices, aircraft hangers and the rest of the buildings used at BGN Airport were built by the Company on a land regarding which the Company is a long-term Authorisee.

By virtue of the agreement with the IAA of June 1992, as amended in February 1995, the Company has a right of use (authorization) on a land of approximately 290 dunam at Ben Gurion Airport, up until December 31, 2010. Said period can be extended for another period of up to a total of 25 years, in accordance with the terms of the contract or under different terms as agreed with the IAA. This option exercise will require, as it seems, payment of purchase tax. The Company is in negotiations with the IAA regarding the said extension.

Pursuant to the above agreement, the IAA allows the Company to use the property and access roads thereto, and further allows the Company to operate airline services in and/or through the property. According to the Agreement, the IAA has the right to demand that the Company vacates an area and/or building required to it for the airport's operation, safety, development or security.

In 2005, the Company paid authorization fees for the above right of use in the amount of USD 960 thousands and from 2005 and thereafter, said authorization fees increased by 7.4% per year until the end of the contract term, provided the maximum annual payment does not exceed USD 4 million. Pursuant to the amendment of the agreement dated October 19, 2004, in addition to the payment for the land, the Company shall pay the IAA yearly usage fees for certain buildings and facilities, for which the depreciation

period has ended. The payment rate increases gradually (in accordance with and subject to the quantity and type of buildings terminating the depreciation period each year, according to a depreciation period of 40 years after the building's construction). The expenditure in 2014 was approximately USD 4.2 dollars.

(D) Terminal 3

For details regarding the authorization agreement for the operation of a lounge for hosting the Company's passengers in Terminal 3 and regarding authorization agreements with respect to other areas in Terminal 3, see Note 26.C (24) to the Financial Statements.

In the framework of the operation of Terminal 3, the construction of an aircraft maintenance center in proximity to Terminal 3 was considered. For this purpose and as part of the preparations for the transfer to Terminal 3, in April 2000 a Principles Agreement was signed between the Company and the IAA for the construction of a maintenance center, hanger and auxiliary buildings in proximity to Terminal 3. The IAA Board of Directors approved the agreement, but it was conditioned on the execution of a detailed agreement between the parties and approval thereof by the Company's Board of Directors. The Company received a letter from the IAA, whereby the IAA would not be able to meet the Agreement and allow the Company to build a hanger for large aircraft in the location agreed upon. In light of this letter, the parties are in negotiations for finding an acceptable solution.

(E) Real Estate Lease in the World

The following table sets out real estate properties the Company leases around the world (without security areas) as of December 31, 2014:

Category	Area in sq. m.	Cost in USD thousands
Far East	930	460
Europe	4,940	2,990
North America and South Africa	3,390	2,300
Total rent worldwide	9,260	5,750

The Company rented a hall to serve as El AL lounge in Newark Airport, in an area of approximately 350 sq. m. for the purpose of hosting passengers in the airport, with an annual cost of approximately USD 350 thousands.

The Company rented space for its offices in New York, to replace its current offices in downtown Manhattan, commencing March 2014. The area of the new offices is approximately 850 sq. m. (instead of 1,800 sq. m.) at an average annual cost of about

USD 500 thousands (compared to an average annual cost of approximately USD 750 thousands in the past)

(F) El Al House in Tel Aviv

The Company moved its offices from El Al House in Tel Aviv to Terminal Park in Or Yehuda, starting from May 2013. The sales shop has been removed to a commercial area in a building for preservation in Rothschild Boulevard 27 in Tel Aviv, commencing February 2013. The area of the offices and the commercial space in El Al House were leased for a period of 5 years, with two option periods.

9.1 2. Accessories, Spare Parts and Engines for Replacement

The Company keeps accessories, spare parts and engines for replacement in its warehouses, at a reduced cost of approximately USD 101.5 million as of December 31, 2014. In the past few years, the Company began purchasing external logistic support services from designated suppliers abroad, as supplement for spare parts purchased by the Company. For further details on fixed assets, see Note 14 to the Financial Statements.

9.2. Insurance

The insurance coverage of the Company substantially refers to two aspects: insurance of the Company's property of all types and legal liability insurance for bodily injury and property damage.

The Company's airline liability insurance, including insurance coverage for third party damages caused by acts of terror and wars, is limited to a cap of USD 1,500 million per event. The Company estimates that the coverages specified above are sufficient for providing appropriate insurance coverage for its operations.

Both hull insurance for aircraft owned by or serving the Company against all risks (Hull All Risk Insurance) and insurance against loss or damage of aircraft which the Company agreed to be responsible for insurance thereof, are based on an "agreed value" of each aircraft and includes self-coverage levels acceptable in the aviation industry.

Aircraft hull insurance against war and similar risks covers, *inter alia*, acts of war, hostilities, civil war, strikes, riots, malicious damage, abduction and boycott.

In addition, the Company is covered with various insurances, which, as estimated by the Company, are sufficient for providing appropriate insurance coverage for the principal risks to which the Company and its employees are exposed. Such insurances include insurance policies covering employers' liability, buildings insurance against fire, earthquakes and so forth, health and personal accident insurance and more. The insurance policies are renewed annually.

For details of joint insurance agreements entered into with the Controlling Shareholders – Knafaim, see Note 34 C 1 (A) to the Financial Statements.

The Company's overall cost in respect of insurance premiums in 2014 was around USD 6 million.

9.3. Intangible Assets

The Company holds the title to the "El Al" trademark in Israel. This trademark is the anchor brand of the Company, both for its name and designed logo. Trademark registration in Israel is valid for limited periods prescribed by law, and is renewable at the end of each period. Additionally, the Company is the holder of the title to the "El Al" trademark (name and designed logo) in the United States and in other countries around the globe. The Company estimates that the "El Al" trademark has an economic life span of many years, in view of its being part of the Company's name, the many years of using this trademark and its dominant market status.

Furthermore, the Company is in the advance process of registration of the "UP" trademark, as well as "Tourist Plus" and "Economy Class Plus".

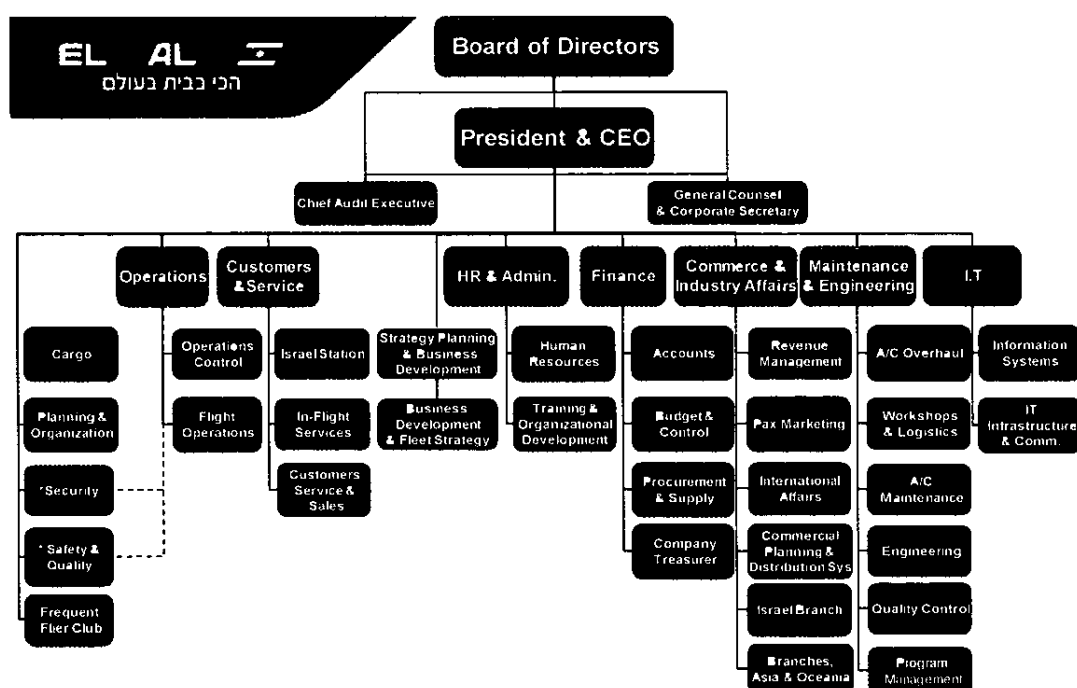
Various domain names have been registered in the name of the Company, in Israel and abroad, with varied validity periods, in accordance with registration rules of each country, and an extension option.

For details regarding the Company's rights of use of security equipment, see Note 15 to the Financial Statements.

9.4. Human Capital

9.4.1 Organizational Structure

The ongoing management of the Company is in the hands of the CEO, who, for the purpose of fulfilling his role, is assisted by the management team at the Company's headquarters, and it consists of the Chief Finance Officer, Chief Maintenance and Engineering Officer, Chief Trade and Aviation Relations Officer, Chief Human Resources and Administration Officer, Chief Service and Customers Officer, Chief Operations Officers, Chief Computing Officer, Legal Counsel and Auditor. For details regarding the terms of employment of the Company's CEO, see Note 34 E to the Financial Statements.



* Director Security Div and Director Safety & Quality Div are subordinate to the President and are coordinated by V P Operations
 * The Security Officer is subordinate to the President and is coordinated by V P Human Resources & Administration

9.4.2. Employees

On December 31, 2014, the Company employed 5,923 workers, of whom 3,788 are Permanent Employees (of whom 307 work at the Company's representative offices abroad (including 24 Israeli stations) and 2,135 Temporary Employees (of whom 100 are abroad)³⁴ The following table sets out the numbers of permanent and temporary employees as of December 31, 2014, and December 31, 2013

Type of Employee	December 31, 2014	December 31, 2013
Permanent Employees	3,788	3,757
Temporary Employees	2,135	1,992
Total Employees	5,923	5,749

The sharp seasonality of the industry requires allocation of manpower according to demand, by means of a variable number of temporary employees. The Company's security apparatus includes, among others, state employees whose salary is partially paid by the Company (based on allocation of security expenses between the Company and the State – for details, see Section 9 11 12 below)

³⁴ Segmentation of temporary employees by activity was flight attendants (943), Ground and Service Staff (681), maintenance and engineering (217), marketing, sales and cargo (43), overseas (100), the remaining temporary employees (151) are engaged in other activities

The following table sets out the distribution of the Company's permanent employees in Israel and abroad, by area of occupation, as of December 31, 2014 and December 31, 2013

Position	December 31, 2014	December 31, 2013
Senior employees	44	41
Marketing, Sales and cargo	426	436
Pilots	551	511
Stewards	378	377
Ground, security, control, operations and service staff	657	646
Maintenance, repairs, engineering and review	1,114	1,121
Auxiliary service	618	625
Total Permanent Employees³⁵	3,788	3,757

9 4 3 Material Dependence on a Specific Employee

The Company has no dependence on a specific employee and/or office holder

9 4 4 Training and Guidance

The Company's Training Center has been approved as a "Training Establishment" pursuant to the Aviation Regulations (Repair Station, Training Establishment and Operator's Maintenance), 5739-1979. The Training Center qualifies workers and conducts trainings for most professions required by the Company: pilots, aircraft technicians, flight attendants, traffic officers, ground attendants, booking and ticketing staff, marketing and sales managers, medium-level management, etc. In addition, the Company conducts courses and trainings for travel agents and cargo agents in Israel and abroad.

In 2014, the Company invested approximately USD 12.7 million in training and guidance of employees³⁶

9 4 5 Employee Compensation Plans

For details, see Note 27E to the Financial Statements

9 4 6 Exemption from the Application of the Budget Foundations Law

The Company's request for exemption from Section 29 of the Budget Foundations Law has been approved by the Minister of Finance, and on March 17, 2005 it was further approved by the Knesset Finance Committee

9 4 7 Special Collective Agreements

³⁵ Including permanent employees of Generation A and Generation B (next generation)

³⁶ Such cost includes direct training budget, payments for simulator training, including auxiliary expenses, as well as employee wages during their training days

In addition to labor legislation and extension orders, the terms of employment of the Company's employees working in Israel, except for senior employees and other workers employed under personal agreements, are regulated in special collective agreements executed from time to time between the Company and the New Histadrut Labor Federation (above and below the "**Histadrut**") and in procedures published from time to time by the management

The collective agreement executed in November 2008 expired on December 31, 2012. Discussions to renew the agreement are held between the parties since November 2012. Recently negotiations were held with the General Representation and with various sectors in society (engineers, air crew and maintenance personnel), in coordination with the Histadrut. At this point, there is no significant progress but discussions continue, both in transverse and sectoral terms.

In January 2014, the Company filed to the Regional Labor Court a party's motion in a collective dispute and a motion for temporary relief, due to pilot sanctions taken since December 2012.

Said sanctions were expressed in an exceptionally large report about "illnesses" on flights to certain destinations (incurred by pilots who have already been placed on flights but since they reported an illness, they could not perform the flight, as well as by pilots who were on standby and who, had they not reported being ill, would have been required to perform the flights instead of those sick pilots), and in the absence of responsiveness to the Company's requests to assist in manning the flights manned by captains who reported an "illness". In a hearing held at the Tel Aviv Labor Court, the aircrew representatives within the Employee Representation undertook to instruct the pilots to return to work as they did prior to September 2013. On February 9, 2014, both the Histadrut and the Employee Representation declared that they will instruct all pilots to perform their work as planned and as performed prior to September 2013. Additionally, the parties undertook to maintain proper and fair working relations to the benefit of the Company, its customers and employees. Under these circumstances, the Company requested to delete the party's motion and on March 16, 2014, it was deleted.

On May 11, 2014, an agreement in principal was executed with the pilots' representatives within El Al Employee Representation. The nature of the MOU is a consent on actions aiming to improve the lives of the 737-fleet pilots on the one hand, and encourage the fleet's pilots to man all flights along with the implementation of the Company's commercial flights program on the other hand. On the days preceding the execution of said agreement, disruptions occurred to the Company's flight schedule due to shortage of pilots up to the point of cancelling several flight segments. The Company acted to minimize the damage caused to customers, *inter alia*, by means of consolidation of flights and changes in aircraft deployment, wet lease from other airlines, *et cetera*.

In accordance with the decision of the International Civil Aviation Organization ("**ICAO**"), in November 13, 2014, the ICAO Decision on the amendment of the Chicago Convention, following which pilots above 65 years of age will no longer be allowed to fly aircraft for commercial flight purposes. Following the ICAO Decision, on August 13, 2014, the Director

of the CAAI resolved that Israel shall be bound by the new international standard immediately upon becoming effective, that once the ICAO Decision becomes effective, all personal exemptions granted by the CAAI Director to the Company's pilots will be cancelled (said exemptions enabled them to fly beyond the age of 65, despite the provisions of the Aviation Regulations, as co-pilots), and that the CAAI Director would not grant further exemptions from the provisions of the Aviation Regulations to pilots reaching the age of 65. Following said resolution, Israel Air Line Pilots Association filed a petition to the Court of Administrative Affairs of the Central District against the CAAI resolution. On November 13, 2014, the Court dismissed the petition to the extent it concerns the CAAI resolution whereby the new international standard is also binding upon Israel from its entry into force, but accepted the petition with respect to the CAAI resolution to cancel the personal exemptions granted as aforesaid and the declaration to refrain from granting exemptions. An appeal was filed to the Supreme Court regarding the latter, which has not yet been resolved.

At the same time, following the entry of the aforementioned international standard into effect, the Company's pilots began to apply sanctions. On November 17, 2014, the Company filed a motion to the Regional Court of Labor in Tel Aviv due to difficulties in finding pilots for the Company's flights arising from the fact that the pilots did not respond to the Company's requests. On November 17, 2014, the Court of Labor granted an ex parte interim order determining that the Employee Representation and the Histadrut shall refrain from any organized activity, or the like, that may disturb the normal course of work. On November 18, 2014, a hearing was held on the party's motion, during which the Histadrut and the Employee Representation stated that no sanctions are taken in the Company. Based on this statement, the parties agreed that the party's motion has been exhausted.

Furthermore, the Histadrut filed a party's motion for reliefs, as part of a collective dispute, according to which the Company shall act in order that the CAAI return the employment permits to pilots above 65, and avoid changing the terms of their employment. In addition, the Court was requested to determine that the Grounding Chapter contained in the Collective Agreement applies to pilots above 65 years, and who are unable to serve as pilots following the entry into force of the international standard. Judgment on the party's motion is expected in the forthcoming weeks.

In January 2015, the Company filed a party's motion in a collective dispute and a motion for temporary reliefs as well as interim reliefs, against the Histadrut and Employee Representation, alleging that the Company's pilots apply unlawful sanctions and strike. On January 21, 2015, the Regional Court gave a decision in the motion for temporary relief, in which it was resolved that the Company's pilots have applied an organized and coordinated action, which constitutes an unlawful strike. Hence, the Court granted the Company's motion and issued temporary injunctions. The Histadrut and Employee Representation filed a request to appeal with the National Court, but said request was denied.

In March 2015, a party's motion in a collective dispute and a motion for temporary relief were filed against the Company by the Histadrut, alleging that the Company is not entitled to place the Company's pilots for trainings that include more than a 9-day stay outside the base. The Court ordered to consolidate the hearing on the motion for temporary reliefs with the hearing

on the main motion On March 22, 2015, the Court granted the request of the Histadrut to delete the motion

Additionally, a party's motion in a collective dispute and a motion for temporary reliefs were filed against the Company by the Histadrut and Employee Representation, alleging that the Company breaches the provisions of the collective agreement by unilaterally changing the training program and as a result – the composition of the teams It was further claimed in the party's motion that the Company executed a lease of a cargo aircraft without consultation, against its own commitment The Court ordered to consolidate the hearing on the motion for temporary reliefs with the hearing on the main motion, and on March 16, 2015, the consolidated hearing was held, and a date was set for case summaries. On March 23, 2015, the Court granted the Histadrut's request to delete the motion regarding the lease of cargo aircraft

For further details of collective labor agreements, see Note 21B (12) to the Financial Reports

9 4 8 Pension Arrangements

For further details regarding the pension agreement, directors' insurance agreement, severance pay deficit and deficit cover as well as details of the Company's obligation for employee benefits, see Note 21C to the Financial Statements

9 4 9 Legislative Amendments in the Field of Labor Relations

In January 2014, Amendment no 10 to the Prevention of Sexual Harassment Law, 5758-1998, was published. The purpose of the Amendment was to prevent harassment committed by various technological means (photograph, film or tape of a person), the availability of which has vastly expended in recent years

In addition, in February 2014, the Minister of Economy signed an Expansion Order, which extended the July 2013 Collective Agreement to the entire economy, thus providing an immediate significant improvement in the terms of employment of cleaning workers hired through contractors, including salary increase, entitlement to training fund, increasing employers' contributions to pension funds, increasing severance pay, *etc* This Amendment is of significance also to the party ordering the service, which is obligated to specify in the agreement with the contractor, *inter alia*, the components of the salary to be paid by the contractor to its workers and the minimum salary cost, and to ensure that the contractor does not receive deficit payment

In March 2014, an amendment to the Sick Pay (Absence Because Of Child's Illness) Law 5753-1993, entered into force. The amendment extended the entitlement of employees to be absent from work due to the illness of a child who is a person with a disability as well as for the purpose of providing personal assistance to a person with a disability

In April 2014, the Equal Wages for Male and Female Workers Law was amended in such a manner that, each body subject to a statutory reporting duty to publish or report the wages of employees and office holders – shall also specify their gender in the said report The same

duty applies, *inter alia*, to corporations whose securities were offered to the public under a prospectus or traded on the Stock Exchange

In May 2014, the amendment to the Women Labor Law, 5714-1954, entered into force. The amendment extended the protection against dismissal granted to employees going through fertility treatments. Following the amendment, all workers are entitled to protection against dismissal due to fertility treatments for two births with the same employer or same workplace, regardless of the number of children such workers already have from the same partner or from other partners.

In September 2014, the Minister of Economy signed an Extension Order extending the provisions of the June 2014 Collective Agreement to the entire economy. The Extension Order provides that any employer employing more than 25 workers, except for the State, must ensure appropriate representation of people with disabilities. The Extension Order provides a definition of "appropriate representation" – starting from September 2015, when 2% or more of an employer's workers are people with disabilities, such employer shall be deemed an entity with an appropriate representation, and starting from September 2016, an employer will be deemed an entity with an appropriate representation if 3% or more of its workers are people with disabilities. The Extension Order only applies to employers employing 100 workers or more.

In December 2014, the Equal Opportunities at Work Law, 5748-1988, was amended, adding a new ground for prohibited discrimination – "place of residence", thus an employer is not allowed to discriminate a worker due to his place of residence.

In December 2014, the Notice to an Employee (Terms of Employment) Law, 5762-2002, was also amended, requiring employers to give a written notice to job candidates with respect to the two following issues: (1) progress – the process of sorting job candidates; (2) failure to accept the candidate for the job.

In January 2015, the Minimum Wage Law was amended in a manner providing for a gradual increase of the minimum wage in the economy, commencing April 1, 2015 (first minimum wage increase) and ending on January 1, 2017, when the minimum wage in the economy is NIS 5000.

9.4.10 Entitlement to Air Tickets

In accordance with IATA Regulations, the Company's employees are entitled to receive, for themselves and for their family members, including retired employees, air tickets service – vacation (free or at discount), mostly on an available seat basis. This right is anchored in the employment agreement (and with respect to senior officers (except for directors) – their personal employment agreements), personal retirement agreements, the Company's procedures and professional guidelines of Human Resources Division. The maximum amount of free or discount air tickets is limited by the provisions contained in the employment agreements, personal or retirement agreements and the Company's procedures.

9 4 11 Consensual Early Retirement Plan for Employees

For details regarding consensual early retirement plans for employees, see Note 12D (1) to the Financial Statements

9 4 12 Local Employees at the Company's Overseas Representative Offices

For details, see note 21B (9) to the Financial Statements

9.4 13. Israeli Employees Stationed Overseas

For details, see Note 21B (8) to the Financial Statements.

9 4 14 Welfare Services and Payments

In addition to wages, some of the Company's permanent employees receive welfare services and payments, which include, among other things subsidized employee meals and related tax gross up, employee medical tests, contribution to employees' health and welfare insurance and tooth insurance, clothing, uniform and partial participation in high school education. Some of these benefits are provided to temporary workers as well.

Employees may, under certain terms, obtain all-purpose loan guarantees. These loans are provided for a period of up to 60 months by the Company and Yahav Bank, under terms approved by the Ministry of Finance.

9.4.15 Restrictions on Aircraft Wet Lease

Pursuant to a letter of December '99 from the Company's CEO to the Chairman of the Professional Union Division of the Histadrut, the Company shall limit itself for a future lease of up to four airplanes from Israeli airline companies, so that flight hours performed by Israeli airlines for the Company do not exceed 10% of the Company's overall flight hours (including wet lease flight hours performed by the Israeli airlines and excluding aircraft leased from foreign airlines), provided they are performed on specific aircraft models on routes to and from Israel to destinations within a flight range of up to 2,400 nautical miles. It was further determined that the Company shall continue to plan the employment of its aircrews in a volume of 83 flight hours per month on an annual average, as it used to do until then (currently, the planning volume is 85 flight hours per month) and in the event of a significant change in external circumstances requiring to change this policy, the Company's CEO shall discuss the matter with the Chairman of the Professional Union Division of the Histadrut, before reaching a decision on the matter.

Additionally, in July 2001, a letter on the subject of cargo aircraft leasing policy was sent by the Company's CEO to the Chairman of the Professional Union Division of the Histadrut, stating that, in case of limited availability of aircrew or aircraft, the Company will be leasing cargo aircraft in accordance with the terms set out in the said letter.

In this regard, two party's motions in a collective dispute were filed by the Transportation Workers Union in the Histadrut, claiming that the Company was not allowed to enter into a

wet lease agreement for an Israil aircraft in order to operate some of its flights to Eilat, and that the Company is not entitled to lease aircraft for flights marketed by the subsidiary Israil because no prior negotiations were held with the Employee Representation and nor was its approval obtained, contrary to the letter of the Company's CEO from December 1999. These motions are pending before the Labor Court.

In July 2014, another party's motion in a collective dispute was filed by the Transportation Workers Union in the Histadrut, claiming that the Company executes wet lease transactions (of Israil aircraft) for the purpose of operating Sun D'or flights, without consultation nor negotiation with the Employee Representation. According to the Company's claim, as filed with the Court, these are not wet lease transactions but rather agreements to purchase flight capacity, executed directly between Sundor and Israil, to which the Company is not a party, therefore there is no obligation to hold a consultation on the subject. Anyhow, even if this was indeed wet lease, still, the Company's position is that this is a wet lease which does not require prior consultation. The motion is pending before the Court. The hearing on the party's motions dealing with execution of wet lease transactions was consolidated. A judgment in the consolidated party's motion is expected in the coming months.

For details of a legal proceeding regarding cargo aircraft wet lease, see Section 9.4.7 above.

9.4.16 Officers and Senior Management Staff

The members of the Company's Board of Directors are not employees of the Company.

Chairman of the Board of Directors

Mr. Amikam Cohen serves as the Chairman of the Board of Directors of the Company, commencing January 1, 2009. For details regarding the employment agreement of the Chairman of the Company's Board of Directors, including changes in his terms of employment as approved at the General Meeting of the Company dated January 8, 2014, see Note 27E (2) to the Financial Statements of the Company.

Directors

As of the date of publication of the Report, nine members serve on the Company's Board of Directors.

On November 12, 2014, an Extraordinary Annual Shareholders Meeting of the Company was held, at which the following resolutions have been adopted: to approve the re-appointment of directors serving on the Company's Board (except for external directors) Messrs. Amikam Cohen, Tamar Moses Borovitz, Yehuda (Yudi) Levy, Pinchas Ginsburg, Shlomo Hanael, Sofia Kimerling and Ruth Dahan (Portnoy), until the end of the next Annual Meeting, and to approve the re-appointment of Prof. Joshua (Shuki) Shemer for a third three-year term of office (the third one), commencing on February 18, 2015.

Company CEO

The Company's former CEO, Mr Elyezer Shkedy, completed his term of office on March 19, 2014

On March 20, 2014, Mr , David Maimon began his term of office as the Company's CEO. Mr David Maimon served as an executive officer of the Company since 2005, as starting from 2011 he served as Vice President Commercial & Industry Affairs

Senior Officers

On March 20, 2014, Mrs Dganit Palti started serving as Chief Financial Officer of the Company.

On May 1, 2014, Mr. Hanan Matasaro (who served in recent years as Director Israel Station Division at El Al) began serving as Vice President of Human Resources of the Company

On September 1, 2014, Mr Yosef Barazani began serving as Vice President Maintenance & Engineering of the Company

In October 2014, Mr Shali Zahavi completed his office as Vice President EL AL Cargo Division and began serving as Vice President Commercial & Industry Affairs of the Company Mr Ronen Shapira was appointed Cargo Division Director in lieu of Mr Zahavi

On December 31, 2014, the organizational structure of the Company has changed upon the merger of the Sales Division and the Commercial & Industry Affairs Division, and on February 28, 2015, Mr Offer Gat ceased serving as Vice President Global Sales of the Company.

In addition to the CEO, other senior employees are employed under personal employment agreements. The salary of senior employees under such agreements is updated in a manner that the overall salary is linked to the Consumer Price Index and is adjusted each year in January, less cost of living allowance (COLA) already paid.

The Company used to approve one month's salary for each year of employment in addition to severance pay for senior employees, and a provision was recorded in the Financial Statements in respect thereof

Internal Enforcement Program

For details of the Internal Enforcement Program in the field of securities and corporate law and the Enforcement Program in the field of antitrust, see Section C 8 of the Board Report

Remuneration Policy for Senior Officers

On January 8, 2014, the Shareholders Meeting of the Company approved, by a special majority, a remuneration policy for senior officers, in accordance with Amendment 20 f the Companies Law For details, see Section C 7 of the Board Report

9.5. Raw Materials and Suppliers

9.5.1 Fuel

- (A)** The main raw material used by the Company is jet fuel. Jet fuel is one of the Company's major expenditure components, as with any airline. In 2014, the Company's jet fuel expenses amounted to approximately 39% of the operating expenses of the Company (same as in 2013).
- (B)** Jet fuel prices materially affect the Company's profitability. The Company estimates that, in terms of operations as of the date of the Report, each increase of 1 cent in the price of one gallon of jet fuel for a year increases the Company's expenses for jet fuel by approximately USD 2.4 million.
- (C)** Since 2001, the Company takes action to hedge part of the estimated jet fuel consumption. The Board of Directors determines the Company's policy on jet fuel prices hedging, the term of the hedge and the hedge rate out of the total jet fuel consumption for the same period, and a special Market Risk Management Committee of the Company's Board examines, on a regular basis, the hedging transactions carried out by the Company's Management. The Company requests proposals from several financial institutions and fuel companies with which the Company enters into framework arrangements, conducts commercial negotiations and carries out hedging transactions. Account settlement between the parties is made once per period, in such a manner that, if the average market price in that period is higher than the hedged price, the Company receives reimbursement of the price difference during that period, multiplied by the relevant quantity for that period, whereas if the monthly average market price is lower than the hedged price, the Company pays the difference multiplied by the relevant quantity for that period. In 2014, the Company paid approximately NIS 22 million in respect of hedging transactions.
- (D)** During 2014, the average price of jet fuel dropped by approximately 3.9%, before hedging activity. The impact of this price decrease on the financial results of the Company is material. For details, see the Board Report.
- (E)** The Company purchases fuel in Israel and abroad. In 2014, the Company purchased fuel in Israel from three suppliers chosen in a tender process, as approximately 70% of its fuel purchases in Israel were made from one of these suppliers (the Paz Fuel Company). For details regarding the Company's fuel purchase agreements, see Section 9.12 below.
- (F)** Outside Israel, the Company purchases fuel from a number of suppliers, including fuel companies supplying jet fuel at a significant number of airports. The contracts are for periods of two years, except in cases where it is impossible to enter into one year contracts. Most contracts are executed with the suppliers after winning the tender and following commercial negotiations conducted by the Company with the suppliers, except for stations where there is only one supplier.

- (G) In February 2015, the Company published Requests for Proposals ("RFP") to fuel supply companies abroad, commencing on July 2015 for a two-year period. As of the Latest Date Prior to the Approval of the Report, no proposals have been received by the Company from companies supplying jet fuel. In addition, the Company has agreements for the purchase of jet fuel at most airports abroad, effective until June 30, 2015.
- (H) The Company examines from time to time the advisability of importing jet fuel independently, compared to purchase from local suppliers, and performs such actions in accordance with market conditions. In 2014, there was no import of jet fuel.
- (I) In 2014, the Company purchased from one supplier (the Paz Fuel Company) about 35% of its total fuel purchases that year (in Israel and abroad). The Company works with four other suppliers, from each of which it has purchased more than 5% of its total fuel purchases that year. The Company believes that the volume of purchases from the main supplier in Israel may result in dependency on said supplier for as long as there are no appropriate and immediate alternatives for jet fuel supply at Ben Gurion Airport.
- (J) In 2003, the Company started operating under the policy of maintaining an inventory of jet fuel purchased from suppliers in Israel. As of December 31, 2014, the Company maintained an inventory of jet fuel purchased from suppliers in Israel and abroad, in a total amount of USD 5.8 million.
- (K) In addition to the fuel suppliers, the Company receives refueling services in Israel from other suppliers.

9.5.2 Aircraft

- (A) All aircraft operated by the Company are manufactured by Boeing. The Company has a material dependence on Boeing, as specified in Section 7.1.7 above. Nevertheless, the Company estimates that the probability of termination of engineering support is low.
- (B) For details regarding aircraft and engines purchase and sale agreements.

9.6. Working Capital

9.6.1 Inventory

The Company has a raw materials inventory, which includes an inventory of jet fuel consumption, duty free products sold on its flights as well as consumable inventory (chemicals, food and provisions) used by passengers on its flights. The following is a calculation of average inventory days:

	2014	2013
Jet fuel inventory	4	5
Inventory of food and provisions to passengers	45	43

Policy on Duty-Free Products Inventory

The Company purchases about 80% of the duty-free products from DFASS, and the remaining are Israeli products purchased directly from local suppliers (about 20%)

Alcoholic beverages and cigarettes are supplied directly to the duty-free warehouse, on a quarterly basis, whereas the remaining products are supplied to El Al stations abroad, and transported by the Company to Israel on availability basis

The Company is entitled to return any product (other than food, tobacco or branded products), provided the products remain in their original packaging. The Company is responsible for delivering the products, delivery and insurance costs included, to the place of delivery thereof (cigarettes and alcoholic beverages from the duty-free warehouse, the other products to the Company's station overseas)

Storage of Goods in the Customer Service Warehouse

All purchased products are stored in the Duty-Free Warehouse (a separate unit in the Customer Service Warehouse, with a limited accessibility). Products requiring designated storage conditions (such as chocolate) are stored at refrigerated conditions. The value of the inventory in the warehouse, at any given moment, is about one-and-a-half-million-dollar in average. For details regarding the volume of inventory, see Note 12 to the Financial Statements

9.6.2 Policy on Cancellation of Reservations

Generally, the Company's policy maintains that a customer is entitled to cancel the reservation, without charge, until the airline ticket is issued ("ticketing"). The customer may also cancel certain tickets even after "ticketing", at times without payment of cancellation fees and at other times with payment. However, some airline tickets can never be cancelled by the customer after "ticketing". In general, the higher the airfare level is, the lower the tendency to allow cancellation thereof without or with higher cancellation fees.

The foregoing shall apply so long as the law does not determine otherwise. In this regard it shall be clarified that the Consumer Protection Law, 5741-1981 and the Consumer Protection Regulations (Cancellation of Transaction), 5770-2010, provide for special provisions relating to the option to cancel the transaction, which, on the date on which they apply, allow cancellation subject to cancellation fees at a rate of 5% of the value of the transaction, or NIS 100, whichever is lower (for details regarding a legal proceeding conducted in connection with cancellation fees, see Note 24C (3) to the Financial Statements)

9.6.3 Policy on Liability for Services

The Company's liability for damages (bodily injury and property damage) incurred in the course of international air transportation was determined by international treaties adopted by the Air Transport Law, 5740-1980 and orders issued thereunder

Additionally, the Company operates in accordance with IATA Guidelines on various issues related to liability for passengers and baggage. The Company's liability in respect of rejection of passengers due to over-booking is provided in the Aviation Services Law (Compensation and Assistance due to Flight Cancellation or change of Conditions), 5772-2012, which imposes on the Company the obligation to provide passengers whose flight has been delayed or canceled with a variety of remedies, depending on the duration of the delay or the circumstances of the cancellation, such as assistance (food, beverages, lodging), reimbursement of proceeds or an alternative flight and even financial compensation. In all matters pertaining to the rejection of passengers from flights and delays in flights from member states of the EU, Regulation 261/2004 of the European Parliament applies. In addition, and with respect to rejection of passengers from flights and delays in flights from the U.S., Enhancing Airline Passenger Protections, Final Rule, 2011 applies. For details regarding legislative amendments in this field in Israel, see Section 9.11 2(I) below.

9.6.4. Credit Policy

- (A) **Credit to customers** travel agents or baggage authorized by IATA enjoy special payment arrangements in accordance with IATA Regulations (an agent not authorized by IATA is committed to provide a guarantee or cash payment). The Company provides agents in Israel with credit for periods ranging on average between 15 and 90 days. As a rule, direct sales of air transportation to customers are made in cash, except for credit sales to government offices and certain commercial customers.
- (B) **Credit from suppliers** the Company receives credit from its suppliers in Israel and abroad, for periods ranging between 30 and 90 days, in accordance with the type of supplier and the agreement entered into therewith (except for fuel suppliers).
- (C) The following table presents average **volume of credit** and average **credit periods** with respect to the Company's customers and suppliers in each of the years 2014 and 2013.

	2014		2013	
	Average volume of credit (in USD millions)	Average Days To Pay	Average volume of credit (in USD millions)	Average Days To Pay
Customers	154	27	157	27
Suppliers	150	39	159	42

- (D) It shall be noted that the difference between customers' credit policy and suppliers' credit policy arises, *inter alia*, from the fact that suppliers' credit policy is determined by the Company, among other things, in consideration of market conditions, liquidity and the customary policy in the field. On the other hand, customers' credit policy is determined, in most cases, by the customary practice of the aviation industry and in accordance with guidelines and work procedures acceptable to IATA and to the travel and baggage agents.

Working Capital Deficit

As of December 31, 2014, the Group has a working capital deficit of approximately USD 519 million compared to USD 416 million at the end of the previous year. As at the end of 2014, the current ratio of the Company was approximately 36%, compared to approximately 43% at the end of the previous year.

For details of the factors causing the deficit in working capital, see Section 1.6 of the Board Report.

The working capital deficit consists of three material components, which are included among the Company's current liabilities sections and are characterized by current business cycle prepaid revenues from airline ticket sales, including airport taxes, prepaid revenues from the Frequent Flyer Club; as well as from liabilities for employee vacation. Therefore, in the short term, a substantial part of the working capital deficit is not a cash flow deficit.

9.7. Investments

For details regarding all companies held by the Group, see Note 13 to the Financial Statements.

9.7.1 Summary Description of the Business of Principal Subsidiaries

(A) Sun D'Or International Airlines Ltd. ("Sun D'Or")

The charter operations of the Group are carried out through Sun D'Or (a company fully owned by El Al). Sun D'Or operates as a tourist organizer for wholesalers and individuals and markets charter and scheduled flights, both by means of leasing full aircraft capacity to third parties, or aircraft parts' capacity to a number of partners for pre-negotiated prices, or by direct sales. Starting from 2011, Sun D'Or operates as a tourist organizer, while maintaining the "Sun D'Or" brand for scheduled and charter flights marketed by Sun D'Or and operated by it (on weekdays) or by other airlines (on weekend and holiday flights).

Sun D'Or's revenues in 2014 totaled nearly USD 46,076 thousands, compared to approximately USD 52,149 thousands in 2013 and 54,035 thousands in 2012. As of December 31, 2014, Sun D'Or employed 28 workers.

(B) Tamam – Aircraft Food Industries (Ben Gurion Airport) Ltd. ("Tamam")

Tamam (a company fully owned by El Al) is mainly engaged in the production and supply of kosher ready meals to airline companies. Recently, Tamam expanded its non-aviation operations and it provides, *inter alia*, catering services to restaurants. Tamam's place of business is in Israel and its offices are located outside Ben Gurion Airport. The Company is the principal customer of Tamam. In 2014, nearly 81% of its sales were to the Company and the rest to other airlines and customers. Tamam revenues in 2014 were approximately USD 32.3 million compared to USD 30.3 million in 2013 and USD 27.2 million in 2012. As of December 31, 2014, Tamam employed 358 workers.

For further details, see Note 13A (1) to the Financial Statements

Katit Ltd. ("Katit")

Katit (a company fully owned by El Al) is mainly engaged in the production and supply of meals to the Company's employees. Katit's place of business is in Israel and its offices are located at Ben Gurion Airport. In 2014, nearly 81% of its sales were to the Company and the rest to other airlines and customers. Katit revenues in 2014 were approximately USD 4,348 thousands compared to USD 4,065 thousands in 2013 and USD 3,624 thousands in 2012. As of December 31, 2014, Katit employed 110 workers.

(C) Borenstein Caterers Inc. (USA) ("Borenstein")

The main business of Borenstein, a company (fully owned by El Al) registered in the U.S. and operates at the New York JFK airport, is the production and supply of kosher ready meals to airlines and other institutions. The Company is the principal customer of Borenstein. Borenstein revenues in 2014 were approximately USD 14,006 thousands compared to USD 12,754 thousands in 2013 and USD 12,121 thousands in 2012. As of December 31, 2014, Borenstein employed 91 workers.

(D) Superstar Holidays Limited (England) ("Superstar")

Superstar (a company fully owned by El Al) is a tourist wholesaler that markets tourist package deals to travel agents and passengers, and sells airline tickets at discounted prices for flights on the Company's routes. Superstar operates in several other countries apart from Britain. Superstar revenues in 2014 were approximately USD 15,542 thousands compared to USD 15,972 thousands in 2013 and USD 13,919 thousands in 2012. As of December 31, 2014, Superstar employed 13 workers.

(E) Borenstein Caterers Inc. (USA) ("Borenstein")

The main business of Borenstein, a company (fully owned by El Al) registered in the U.S. and operating at the New York JFK airport, is the production and supply of kosher ready meals to airlines and other institutions. The Company is the principal customer of Borenstein. Borenstein revenues in 2014 were approximately USD 14,006 thousands compared to USD 12,754 thousands in 2013 and USD 12,121 thousands in 2012. As of December 31, 2014, Borenstein employed 91 workers.

9.7.2 The following is a summary description of the business of the major investee companies which are not subsidiaries

(A) Cargo Consolidation: Air Consolidators Israel Ltd. ("ACI")

The main business of ACI (a company whose class B shares are fully held by the Company, thus granting it the right to appoint half of the directors as well as vote and participate at general meetings) is air cargo consolidation at Ben Gurion Airport to allow reduction in air cargo rates. Cargo transportation is carried out through the Company, at special rates, as well as through foreign airlines. The shares do not confer

upon the Company rights to receive profits by way of dividend distribution or other benefit distributable by ACI, except for profits and dividends from capital revenues.

In 2014, the Company paid ACIO fees amounting to USD 679 thousands. To the best knowledge of the Company, ACI revenues in 2014 were approximately USD 30,734 thousands compared to USD 31,098 thousands in 2013 and USD 32,014 thousands in 2012. As of December 31, 2014, ACI employed 20 workers.

(B) Marketing of flights: Air Tour (Israel) Ltd. ("Airtour" or "Tour Air")

Currently Airtour (a company under 50% ownership of El Al) is mainly engaged in marketing the Company's flights and special offers to all the destinations to which it operates. Airtour shares owned by the Company grant it the right to participate and vote at shareholders meetings and appoint half of the directors, but they do not confer upon the Company the right to receive dividends or profits, except for profits arising from Airtour's share capital contribution.

The Company pays Airtour handling fees for certain activities performed by Airtour for the Company and also participates in some of Airtour's operating expenses. Airtour revenues in 2014 were approximately USD 3,939 thousands compared to USD 3,488 thousands in 2013. As of December 31, 2014, ACI employed 68 workers.

(C) Touring and Hotels: Holiday Lines Ltd. ("Holiday Lines")

Holiday Lines (a company under 20% ownership of El Al³⁷) is engaged in marketing and sale of tourist services, inter alia, as wholesaler and organizer of charter flights to and from Israel. The Company carries out its marketing operations through travel agents and by the distribution of seats and tourist packages to the end user.

(D) Maman - Cargo Terminals and Handling Ltd. - ("Maman")

Maman is a public company whose shares are listed on the Tel Aviv Stock Exchange. The Company owns approximately 15% of Maman share capital as well as options at a rate of 10%, exercisable into Maman shares. The main activity of Maman is management and operation of cargo terminal authorized to handle all import and export cargo at Ben Gurion International Airport, pursuant to the authorization granted by the IAA. Additionally, Maman operates in the field of logistics services and in real estate leasing, and provides aviation services. Maman operations are carried out in Israel, the Czech Republic and India.

To the best knowledge of the Company, Maman revenues in 2014 were approximately USD 189,225 thousands compared to USD 127,213 thousands in 2013 and USD 104,247 thousands in 2012. To the best knowledge of the Company, as of December 31, 2014 Maman employed 2,372 workers.

³⁷ To the best knowledge of the Company, the remaining shares are held by A. Aviation and Tourism Organization Ltd. (44%), Cohen-Kana Investments Ltd. (35.2%) and Englander Organization (0.8%).

9.8. Financing

9 8 1 All Purpose Loans (other than for a Designated Use)

For details, see Note 20 to the Financial Statements

9 8.2 Credit Restrictions Imposed on the Company

(A) Maintaining Collateral Ratio

For details, see Note 20E (1) to the Financial Statements

(B) Restrictions on Transfer of Control

For details, see Note 20E (2) to the Financial Statements

(C) Calling for Immediate Repayment by the Bank

For details regarding restrictions and financial covenants applicable to the Company's long-term loans, see Note 20E to the Financial Statements

9.8.3. Credit Facilities

For details, see Note 17 to the Financial Statements.

9 8 4 Guarantees against Collaterals

For details, see Note 26B to the Financial Statement

9.8.5. Designated Loans

The Company has loans for the purchase of aircraft and engines. For details regarding such loans, see Note 20B to the Financial Statements For details regarding pledges and collaterals, see Note 36 to the Financial Statements

9 8 6 Financing the Company's Investment Plans

The Company estimates that an examination may be required, from time to time, of the need for raising additional external resources to finance the Company's investment plans and procurement of aircraft and/or strategic plans, provided it was decided to implement them

The Company's estimation of the need for raising additional resources to finance the operation of the Company's business is forward-looking information, as defined in the Securities Law, based on jet fuel prices as of the Report Date and on the future graph, as well as on the Company's estimates which are mainly based on its past experience and current intentions as of this date. Therefore, the need for raising additional resources to finance the operation of the Company's business may be materially different than the results estimated or implied by such information due to a large number of factors, inter alia, changes in jet fuel prices, liquidity considerations, equipping, unexpected expenses the

Company will be required to bear, unexpected events liable to materially affect the Company's operations and changes in interest rates.

9 9. **Taxation**

9 9 1 **Tax Laws Applicable to the Corporation**

For details, see Note 25C to the Financial Statements.

9 9 2 **Status of Tax Assessments of the Corporation**

For details, see Note 25D to the Financial Statement.

9 9 3 **Reasons for a Material Difference between Effective Tax Rate and Statutory Tax Rate**

For details, see Note 25B to the Financial Statement

9.9 4 **Accumulated Losses for Tax Purposes**

For details, see Note 25A to the Financial Statement

9.10. Environment and Corporate Responsibility

9.10 1 **Material Consequences Arising from Provisions relating to Environment**

Many countries, including Israel, have adopted the accepted international standards on aircraft noise and determined additional rules for protecting the environment. Some airports around the world are subject to many restrictions on the times of aircraft takeoffs and landings. Airlines' schedule, similar to that of the Company, is set in accordance with these restrictions.

The Company attaches great importance to the environmental issue and contributes resources and time for taking care of this issue (*inter alia*, through the Company's Safety and Quality Division which is responsible for such activities).

The Company implements internal operations to raise awareness to the environment, thus each of the Company's regions was assigned a person responsible for protecting the environment, preventing pollution and conserving resources.

With respect to reducing the amount of waste – paper, cardboard and other recyclable materials from the Company's flights and offices are taken for recycling.

In addition, ongoing activities are conducted on the issue of environmental protection, including *inter alia*, visits to maintenance and operational areas and taking care of issues requiring modifications in coordination with the IAA; ongoing coordination with the IAA regarding oil removal at Terminal 3 and improving technological systems in order to control and monitor findings related to the field of environmental protection.

9 10 2. Restrictions on the Operation of Aircraft at Airports and at Ben Gurion Airport

Various restrictions are imposed on the operations of airports where the Company operates, in particular Ben-Gurion Airport, including with respect to night hours when aircraft take-offs are prohibited. As regards Ben Gurion Airport, these restrictions were granted by virtue of Government Resolutions and instructions of relevant authorities.

Furthermore, after the enactment of the new Aviation Law, certain provisions relating to the issue of aircrafts noise were provided for in the Law, according to which it is possible to impose financial sanctions on the Company in case of exceeding noise thresholds, as determined by law.

In January 21, 2014 the decision was issued by the Minister of Transport and Road Safety, determining the time of take-off from Ben Gurion Airport as set forth below:

1. Takeoffs at Ben Gurion Airport will not be permitted between 01:40 – 04:50 (local time) during Summer Season (as defined by IATA).
2. Take-offs at Ben Gurion Airport will not be permitted between 01:40 – 05:20 (local time) during Winter Season (as defined by IATA).

The decision of the Minister further provides that, notwithstanding the foregoing, take-offs will be permitted between 01:40 – 02:00 in a number and manner to be determined by the CAAI Director-General. In January 26, 2014 the CAAI Director-General determined that Ben Gurion Airport Manager shall be entitled to authorize takeoffs of two flights between 01:40 – 01:50 and one flight between 01:50 – 02:00 in accordance with criteria to be set by the Ben Gurion Airport Manager.

In addition, the Decision of the Minister provides that, nothing therein shall derogate from the special permit granted to the Company, enabling it to perform night takeoffs between Thursday and Friday and in the nights preceding the Jewish holidays, in order to enable its customers to reach their destination before the arrival of Shabbat or any of the Jewish holidays.

In this respect, the Municipality of Holon – Head of the Forum of the Ben Gurion Airport Surrounding Authorities, submitted a petition to the Central District Court for Administrative Matters, against the Minister of Transport and Road Safety and the Civil Aviation Authority Manager, on the ground that the Minister of Transport made a wrong judgment and that he is obliged to order the extension of curfew takeoff hours at Ben Gurion Airport, beyond the hours determined in his decision. The Company joined to the claim as a respondent, together with additional airlines and the International Airlines Organization (IATA). The parties to the claim have reached a compromise settlement, which was approved in November 6, 2014.

According to the compromise settlement, the start time of night curfew will not change from the decision of Minister of Transport, thus, all along the year, takeoffs will be completely allowed up to 01:40. Between 01:40-02:00, three takeoffs will be allowed as stated in the decisions of the CAAI Manager dated January 26, 2014.

During Winter Season (as defined by IATA) – the end of night curfew will be postponed from 05 20 to 05 30. Accordingly, the half an hour in which only aircraft takeoffs not deviating from "Reduced Noise Threshold" (as defined in the Minister's Decision) are permitted, will end at 06 00. During the Summer Season (as defined by IATA) – the end of night curfew will be postponed from 04 50 to 05 00. Similarly, the half hour in which only aircraft takeoffs not deviating from the Reduced Noise Threshold are permitted, will be extended by an hour and end at 06 00.

Similar to the Minister's Decision, the compromise settlement further determines that aircraft that failed to take off at night (before the night curfew begins), including aircraft that do not comply with the Reduced Noise Threshold, may take off once the airport is opened for takeoffs, provided the Ben Gurion Airport Manager allows it.

9 10 3 Wastewaters Treatment

The wastewaters of the Company are treated in a modern central facility within the Ben Gurion Airport area, authorized by the Ministry of Environment and operated by the IAA. Similarly, the Company operates, commencing on June 2009, a facility at a cost of USD 600,000. The Company's facility, which was built on the Company's land, is used as emergency reservoir in case of any defect in the quality of the Company's wastewaters. In return for the use of the central facility, the Company pays the IAA usage fees for a period of 22 years (as of 2013). As of 2013, usage fees amounted to USD 150,000 per year. Simultaneously, toxic wastewater created by the Company, are directed to an environmental services company in Ramat Hovav.

9 10 4 Fuel Tanks

Following soil pollution surveys conducted by the Company in 2011, in which pollution points were identified in various areas in the Company's premises, in the second quarter of 2012 the Company performed, on its own initiative, additional tests in order to examine the findings of the pollution surveys. The Company hired the services of an environmental consulting company, which examines the findings of the survey and offers the Company appropriate measures for land treatment. Accordingly, the Company decided to act for the restoration of polluted soil, notwithstanding the fact that the Company did not cause the pollution. The Company reported the findings of the survey to the Ministry of Environment and held a tour with the representatives of the Environmental Protection Ministry. The Company submitted an application to the Environmental Protection Ministry to perform an in-site treatment, but at this stage the Environmental Protection Ministry resolved that an historic comprehensive survey of the site should be conducted and only after such survey, a decision will be made as to the appropriate treatment of pollution points to be found. The Company intends to operate with the Environmental Protection Ministry and obtain its instructions to the continued treatment of such areas where contamination was found pursuant to the survey, out of commitment to environment and social values. The implementation of the soil restoration plan and the application of the instructions of the Environment Protection Ministry as stated above, may involve financial costs and various requirements on the part of the

authorities, regarding which, as of the date of this Report, the Company has no definite estimate

The Company's estimate regarding the performance of activities relating to land restoration pursuant to the requirements of the authorities, and the financial costs deriving therefrom, is forward-looking information, as defined in the Securities Law, based on information in the possession of the Company and surveys performed by it, including estimates provided by consultants in this field. Therefore, the impact on the Company's operations and the cost of handling the issue may be materially different than the consequences, estimated or implied, of such information due to a large number of factors, inter alia, the requirements of the relevant authorities, additional findings relating to such activities, unexpected expenses the Company will be required to bear and unexpected events which may adversely affect the Company's operations.

9 10 5 Material Environmental Costs and Investments in the Reporting Year and as Expected thereafter

The Company carries out many activities and invests financial means in improving environmental elements, including the construction of a wastewater facility to gather the Company's wastewater in the event of deviation from the quality of wastewater (according to the agreement with the IAA), performance of fat separators in the Company's premises and performance of local separation between the drainage systems and sewage systems

	2013	2014	2015 (forecast)
Costs	USD 120 thousand per year	USD 150 thousand per year	USD 150 thousand per year
Investments	Approx USD 150 thousand per year	Approx USD 100 thousand per year	USD 95 thousand per year
Total	Approx USD 270 thousand per year	Approx USD 250 thousand per year	USD 245 thousand per year

The information regarding expected environmental costs and investments is forward-looking information, as defined in the Securities Law. The information is based on current requirements of Environmental Laws and current market prices of products and services that the Company has to purchase in the framework of environmental investments. Therefore, actual costs and investments may be materially different than the estimates set out above, due to many factors, including legislative amendments, requirements of authorities and changes in the cost of products and services the Company would be required to procure in the framework of the environmental investments.

9 10 6 Restrictions on the Level of Air Pollution Caused by Engines (Emission)

Following increased global awareness to the process of global warming up, governments are willing to monitor and limit the level of air pollution caused by engines. In the coming years, laws on the subject are expected to be enacted in various countries worldwide

In January 1, 2012, the European Union (EU) Regulation on monitoring, reporting and verification of gas emissions (ETS - Emissions Trading Scheme) on incoming and outgoing flights from the EU countries has entered into force, as a result of the inclusion of the aviation industry under the emission policy applicable in other industries, as determined by the EU Decision dated June 26, 2008. According to said EU Decision, the Netherlands was appointed as the body supervising the Company's operations. The duty to report, the reporting procedures and the manner of reporting have been fully regulated and in addition, binding instructions were published. The supervising body audited the report and declared in writing that the Company has successfully passed the audit.

During 2012 the objection on the part of some countries outside the EU to the implementation of the program and future payments in respect of deviation from approved exempt allocations, has increased. The United States even based its objection on a law prohibiting American Airlines from participating in the ETS project. In order to prevent unilateral implementation of the ETS with respect to air carriers landing at and taking off from EU airports, the ICAO proposed a global outline that was due to be voted on by the ICAO management in September 2013. As a gesture of goodwill, the EU countries agreed to "stop the clock" with respect to compliance with quotas set by the EU, until receipt of information regarding the ICAO outline and then decide whether to continue with the first outline or join the ICAO outline. This decision did not exempt carriers operating within Europe, from gathering information and submitting reports relating to flights from destinations within the EU nor from payment for excessive amount of emissions on flights between destinations in Europe.

Further to the ICAO Decision, the EU decided to freeze the implementation of the program with respect to flights entering the EU and flights departing from the EU, until the end of 2016. According to said decision, until the end of 2016 airlines are not required to report to the EU or pay for quotas in respect of flights between member states of the EU and non-member states of the EU. The implementation of said Regulation shall only apply to flights carried out between member states of the EU (destinations inside Europe). The relevant agreement between all member-states is expected to start being implemented in 2020.

Out of wish to reduce greenhouse gas emissions, winglets improving aircraft aerodynamics are installed in some aircraft, thus reducing fuel consumption (see section 7.11.5 above), aircraft engines are washed to strengthen their efficiency and aircraft fuselages are being externally washed to reduce air resistance. In addition, the Company acts to reduce unnecessary aircraft weight in order to minimize the quantity of consumed fuel.

The extent of the impact of the entry into force of instructions provided by the authorities (including the EU and ICAO), legislation or results of legal proceedings, on the Company's operations on this subject, may constitute forward-looking information, as defined in the Securities Law, based on the Company's assumptions and estimates. Therefore, the actual results of the entry into force of a legislative amendment, imposition of financial charges or legal proceedings as mentioned above, or the extent of the impact thereof on the Company's operations may be significantly different than the results estimated or implied by such information.

9 10 7. Corporate Liability

9 10 7 1 General

The Company considers itself committed to the community and the environment within which it operates, and attaches great importance to participation in promoting and fostering them. As "National Carrier", the Company places the security and safety of its passengers on top of its priorities and maintains extensive activities to ensure their security and safety. Similarly, the Company considers its employees as the source of its power and acts to provide an attentive, considerate, safe and fair working environment, as a result of understanding the linkage between a quality business-strategic management and the commitment to act and promote corporate responsibility

In 2014 the Company continued its blessed work within the various fields of corporate responsibility and continued to implement the subject of corporate responsibility among employees and managers by a variety of measures and activities. In addition, the Corporate Responsibility Report for the years 2012-2013 was published on the Company's website in 2014, both in Hebrew and in English

- 9 10.7.2. The Company is a member of Maale – an umbrella organization of businesses committed to manage corporate responsibility, acting to assimilate social, environmental and valued-ethical considerations in the ongoing conduct of corporations, and to promote development and implementation of corporate responsibility strategies as a business approach

In 2013, Maale assigned a Gold rating to the Company.

Furthermore, a volunteering activity related to Israel propaganda abroad is carried out by air crew members, pilots and flight attendants during their stay abroad, in the framework of "The Ambassadors" project, being successfully held in cooperation with the Ministry of Foreign Affairs, the Jewish Agency and the "Stand With Us" organization.

9 10 7 3 Ethical Code

In 2014, the Company continued to implement the Ethical Code, in conjunction with employees and officers of the Company and its subsidiaries, and with the assistance of an external consulting company specializing in the subject.

The Code contains values, norms of conduct, enforcement and implementation policy and communication channels for reporting violations of the Code and the ethical rules designed to guide the operations of the Company and all officers thereof throughout the course of their work and to dictate standards for their operations

9.10.7.4. Involvement and Support of the Community

The Company attaches great importance to its responsibility to the community, due to a genuine and unique link to the State of Israel. The Company formed a Community Responsibility Policy, in the framework of which it conducts contribution activities for the community and volunteering activities of employees, while establishing a long-term cooperation with community partners.

The target population supported by the Company in this framework includes IDF soldiers, students in need who are active within the community, sick or disabled children or children with special needs as well as families in need.

In 2014, the Company contributed in the framework of its activity both cash and cash equivalent. For details, see Section C1 of the Board Report.

9.11. Restriction and Supervision of the Business of the Corporation

9.11.1 General

Most aspects pertaining to the Company's operations as an air carrier are subject to a set of regulatory arrangements, Israeli and International, relating, *inter alia*, to traffic rights, determination of rates, capacity and flight safety standards, security and noise, and are contingent upon obtaining Commercial Operator Certificate and Air Operator Certificate.

In addition to the operation certificates, the Company's operations are conditioned upon being an Israeli air carrier (substantial ownership and effective control in the hands of the State or its citizens), and upon foreign countries permits to use traffic rights granted to the Company as a Designated Air Carrier. For details regarding aviation agreements and the CAAI Policy, see Sections 9.11.6 – 9.11.8 below. Further, additional restrictions apply to the operation of the Company by virtue of the Special State Share.

9.11.2. Regulatory Arrangements

The main principles of regulatory arrangements, both Israeli and international, relating to the operation of the Company as an air carrier, are set forth below:

(For security arrangements, see Section 9.11.12 below, for details regarding operation in times of emergency, see Section 9.11.13 below)

A. Aviation Law, 5771-2011 (hereinafter: the "Aviation Law")

The law regulates the operations of all entities engaged in the civil aviation sector – personal licensing of flight employees (air crew, air traffic controllers, repair station employees, trainers and instructors) as well as licensing of organizations (aircraft manufacturers, airline companies, repair stations, flight instruction schools, institutes for authorizations of repair station technician, *etc.*) The Aviation Law encompasses many aviation-related issues, including issues addressing aviation professions and the duties thereof, aircraft, air traffic control area, control authorities, investigation of a security

incident, and in addition, said law provides for provisions concerning penal and financial sanctions due to a breach of the law

In February 3, 2013 the Aviation Regulations (Repair Stations), 5773-2013 ("**Repair station Regulations**"), which entered into force in February 2015, were published. As required by the provisions of the Repair stations Regulations, the Company began (prior to publication thereof) the process of "recertification" of the Company's repair station, which includes writing new guidelines and making adjustments to adapt to the Repair Stations Regulations. Following a successful completion of the recertification process, in February 1, 2015 the Company received from the CAAI a new Repair Station Certificate.

In March 9, 2014 and June 6, 2014, amendments to the Aviation Regulations (Aircraft Operation and Aviation Regulations), 5741-1981 ("**Operation Regulations**") were published. These were extensive amendments to the Regulations, intended to adjust the laws applied to the operation of large aircraft for commercial air transportation by Israeli air carriers, to the provisions of the First Part of Annex 6 to the Chicago Convention ("Operation of Aircraft – International Commercial Air Transport – Aeroplanes"). Following a successful completion of the "recertification" process of the Company's Air Operator Certificate, in February 1, 2015 the Company received from the CAAI a new Air Operator Certificate.

It should be noted that said "recertification" process was intended to examine whether the Company complies with all the tests and conditions for a company applying for an Air Operator Certificate in accordance with the Operation Regulations, and for a Repair Station Certificate in accordance with the new Repair Stations Regulations.

The process included the replacement of existing literature with literature written pursuant to the new regulations, designated trainings for aircrews, maintenance employees and flight operators concerning such new literature and amended regulations, tests ensuring the Company's compliance with all the provisions of the Aviation Law and the relevant Aviation Regulations, "demonstration of escape" in each of the Company's aircraft fleets, a change in the organizational structure as well as "evaluation flights" by the CAAI of the Company's aircraft.

Along with the amendment to the Operation Regulations, the Aviation Regulations (Types of Serious Incidents), 5771-2014, were also published. These regulations implement in Israel Attachment C of Annex 13 to the Chicago Convention, by setting a list of examples of "aviation Incidents" of which it is reasonable to assume they will be classified as "Serious Incidents" (as defined in the Aviation Law). These regulations entered into force on the date of publication thereof (March 9, 2014).

It shall be noted that in January 29, 2015, the CAAI published its proposal to adopt the U.S. regulations on aircrew fatigue management, which address fatigue management of pilots and flight attendants. According to the CAAI proposal, the adoption of the U.S. regulations in Israel will only be made with respect to "Chapter 13 Operators" (El-Al, IsraAir, Arkia and C.A.L.). Simultaneously with the application of the U.S. regulations in Israel, the Flights Regulations (Restrictions on Flight Time in Aviation Services), 5731-

1971, shall no longer apply to El-Al, except for provisions concerning the entitlement of pilots to a 30-day vacation per year, of which at least 10 days are consecutive. The new regulations will enter into force after two years from the date of its publication. The Company formulates its approach to said proposal and will deliver it to the CAAI on the dates set for this purpose.

B. Aviation Services Licensing Law, 5723-1963 (hereinafter: the "Licensing Law") and the Licensing Regulations

This law regulates licensing principles applicable to the various aviation fields and by virtue of which El-Al received a commercial operation certificate. Regulations issued under the Licensing Law, regulate, *inter alia*, excessive registration, Aircraft Operation Certificate and certificates for aircraft lease and charter flight operation.

C. Air Transport Law, 5740-1980

This law and the orders and notices issued thereunder, adopt several international conventions setting different rules on international air transport, mainly regarding the liability of air carriers for damages (bodily injuries and property damages), incurred during international air transportation, and the compensation imposed on air carriers due to such liability. The law applied the convention of unification of certain rules dealing with international air transportation (hereinafter: the "**Warsaw Convention**"), including amendments thereof. In May 1999, a new convention was held in Montreal, setting rules for international carriage by air (hereinafter the "**Montreal Convention**"), the purpose of which was to formulate, update and modernize the set of rules existing by virtue of the Warsaw Convention, *inter alia*, to extend the limits of liability for damages caused to the body or property of any passenger, to add jurisdiction authorizations and impose insurance obligation on air carriers. The Montreal Convention became effective in Israel in March 20, 2011.

D. Equal Rights for the Handicapped

The Third Chapter of the Equal Rights for the Handicapped Regulations (Access to Public Transportation Services), 5763-2003, sets forth provisions in connection with the obligation to arrange equipment for the handicapped in air transportation, which impose various obligations on air carriers as a condition for aircraft operation.

E. Airports Authority Law. 5737-1977

This law and the regulations and rules in effect thereunder, regulate, *inter alia*, the following issues: aviation fees, transport of import consignments, entry into restricted areas, authorization fees, and loading and unloading of aircraft.

F. Civil Aviation Authority Law, 5765-2005

This law provides for the functions of the Civil Aviation Authority which, among others, are: to determine and ensure compliance with domestic and international aviation arrangements pursuant to the aviation laws; to grant licenses, permits and approvals.

within the field of civil aviation, pursuant to the aviation laws; to supervise the civil aviation sector including, *inter alia*, maintaining proper safety level of flights on aircraft operated by Israeli airlines and aircraft within the airspace of the State of Israel

In this regard, it should be mentioned that on November 1, 2012, the Ministry of Transportation announced that the U.S Federal Aviation Agency (FAA) reassigned the flight safety rating of Israel, which was downgraded in 2008 to category 1, following which the CAAI performed a series of actions to regulate aviation laws in Israel (the Aviation Law included) and began the recertification process of the Company's operational activity and its repair station, which was successfully completed on February 1, 2015, upon receipt of Air Operator Certificate and Repair Station Certificate from the CAAI .

G. Restrictive Trade Practices Law, 5748-1988 (the "Antitrust Law")

In January 1, 2009, Amendment No 10 to the Antitrust Law entered into force; the Amendment limits the statutory exemption contained in the Antitrust Law until the end of 2008, for arrangements between air carriers in connection with international transportation. As an accompanying step to the limitation of the statutory exemption, a Block Exemption was enacted by the Antitrust General Director (hereinafter "**Block Exemption**" and "**General Director**", respectively), which exempts various types of arrangements between air carriers in order to prevent a comprehensive and undesirable application of the Restrictive Arrangements Chapter on thousands of arrangements that form the basis for aviation activity to and from Israel and do not jeopardize competition.

The Block Exemption addresses a wide range of arrangements, and exempts from the requirement of separate approval for various operational arrangements, Interline Agreements and cargo agreements that do not ensure a minimum amount of airline tickets or cargo capacity, and frequent flyer agreements.

On December 11, 2012, the Restrictive Arrangements Rules (Block Exemption for Arrangements Between Air Carriers Concerning Marketing Flight Capacity to Destinations Covered by Open Sky Arrangements), 5772-2012 were published, providing an exemption from obtaining court approval for a flight capacity marketing arrangement (including Code Share agreements) upon compliance with the following rules: (a) the arrangement addresses airlines to which the Open Sky Agreement applies, (b) the arrangement does not limit competition in a substantial part of the market it affects, or may affect competition in a substantial part of such market, but it cannot cause significant damage to competition in such market, (c) the arrangement is not in reducing does not aim to reduce competition nor prevent it, and it does not contain restrictions that are not necessary for the implementation thereof, (d) the parties to the arrangement notified the Antitrust General Director thereof.

On November 28, 2013, the Antitrust Authority published the Antitrust Rules (Block Exemption for Arrangements between Air Carriers) (No. 2), 5773-2013 (the "**New Block Exemption**"), which renews and amends the Antitrust Rules (Block Exemption for Arrangements between Air Carriers), 5768- 2008 that were published in August 2008. The

New Block Exemption, same as the former block exemption, deals with the exclusion of types of arrangements between air carriers from the application of the Restrictive Arrangements Chapter of the Antitrust Law. The new Block Exemption upholds the legal arrangements provided for in the former block exemption, except for matters pertaining to lease arrangements between air carriers. As for these arrangements, the New Block Exemption sets out different requirements for the application thereof, while distinguishing between dry lease and wet lease, between aircraft lease for cargo transportation and other types of lease, and between leases among Israeli carriers on the one hand, and leases between an Israeli carrier and a foreign carrier on the other hand

BSP Exemption

In November 7, 2013 the Antitrust General Director published his decision on the grant of an exemption from court approval for a restrictive agreement the parties to which are the International Air Transportation Association (IATA) and airline companies, and the subject of which is the BSP Plan (Billing and Settlement Plan), pursuant to Section 14 of the Antitrust Law (the "**Exemption**") The arrangement deals with the installation and use of a central computerized billing system that organizes the process of settlement and payment between IATA certified travel agents and airline companies that joined the arrangement by means of the BSP plan An exemption preceding the BSP arrangement was granted by the Antitrust General Director on November 14, 2010, subject to conditions The exemption shall be in effect until November 7, 2018 and is further contingent upon terms similar in nature to those provided by the Director General in his decision sated November 14, 2010 The conditions provided as aforesaid address IATA's obligation to connect all interested travel agents to the BSP system and act in a non-discriminatory manner, restrictions on the transfer of information, on the ability to remove a travel agent from the plan and on the ability of travel agents to refrain from paying amounts in dispute, *etc* In addition, it was determined that, should an airline be suspended from the BSP arrangement due to financial difficulties, travel agents shall not be entitled to set off a disputable amount attributed to such airline and at the same time it is not allowed to obligate an agent to set off a disputable amount related to the such airline means of the BSP plan

Decisions and Proceedings related to Monopoly

On October 27, 2005, the Company received the notice of the Antitrust General Director regarding his declaration of the Company as a monopoly in the transportation of time sensitive and price sensitive passengers in civil aviation markets to the following destinations. Johannesburg, Hong Kong, Bangkok and Bombay.

On September 9, 2012, the Company received the notice of the Antitrust General Director, whereby it was declared a monopoly in the provision of services of aviation security services overseas according to professional guidelines provided to airline companies in accordance with the provisions of the Regulation of Security in Public Bodies Law 5758-1998 and the Flight Law (Security in Civil Aviation), 5737-1977, with respect to passengers and cargo on passenger flights. On February 3, 2013, the Company submitted

an appeal to the Restrictive Practices Court of the aforesaid decision of the Antitrust General Director, which is still pending before the court

H. Legislative Provisions applicable to the Company as a "Mixed Company"

For details regarding Legislative Provisions applicable to the Company as a "Mixed Company", see this section in the Company's Periodic Report for 2013

I. Aviation Services Law (Compensations and Assistance due to Flight Cancellation or Change of Conditions), 5772-2012

On August 16, 2012, the Aviation Services of (Compensations and Assistance due to Flight Cancellation or Change of Conditions), 5772-2012 entered into force. The law adopts, while making certain adjustments and changes, the principles of EU Regulation 261/2004, which became applicable in February 2005, and sets out conditions for removing passengers from flights as well as for flights delays and cancellations. Said law applies to all outgoing flights from Israel (scheduled and charter flights) as well as incoming flights to Israel, in the event the passengers of such flights did not receive the remedies requested in accordance with the laws of the country of origin. Pursuant to the said law, in cases such as flight cancellation, delay, refusal to admit a passenger to a flight and downgrade of the seating class, subject to meeting the preliminary conditions and circumstances determined by the law, a passenger shall be entitled to benefits such as free assistance, reimbursement of expenses, alternative flight tickets and even a financial compensation.

9.11 3. Business Licenses, Building Permits and the Employment Permits

Some of the Company's activities are subject to obtaining licenses pursuant to the Business Licensing Law, 5728-1968, or permits from various regulatory agencies. Since the beginning of 2003, the Company has submitted business license applications for activities requiring license. In the process of obtaining such licenses, the Company acts to arrange permits for all the buildings within its premises, including old ones, for which the Company does not have building permits since the time it was a government company. The Company works in coordination with the representatives of the Ministry of Interior and employs expert consultants to assist in the process. In the framework of this activity, the Company acts according to a proper Master Plan for the purpose of completing the process of obtaining building permits and adjusting them to currently existing buildings as well as for obtaining business management licenses for the Company. During recent years (since 2008), five building permits have been obtained for various building complexes that include most of the buildings that do not have permits. In addition, an application for a building permit relating to land that mostly includes buildings built before 1965, shall be submitted to the Committee in 2015 in order to arrange building permits for minor variances detected by comparing a Detailed Site Measuring with building permits obtained before 1965 aerial photographs taken before in the same year (1965).

For the purpose of its operations, the Company is required to obtain 31 business licenses. As of March 2015, the Company holds 18 permanent business licenses, one temporary license and 12 applications for renewal of licenses in approval stages

As regards the subsidiary Katit – Katit has five business licenses and license for alcoholic beverages, which are renewed in accordance with the requirements of the Committee and the authorities

As regards the subsidiary Tamam - Tamam has a business license, effective until June 30, 2015

Failure to obtain licenses and permits or failure to comply with the terms set out therein and the consequences resulting therefrom, constitute forward-looking information as defined in the Securities Law, which contains estimates or forecasts of the Company as of the Report Date. Therefore, the actual results of a failure to obtain business licenses and building permits or failure to obtain appropriate permits for the Company's operations, may be materially different than the results estimated or implied by such information as a consequence of a large number of factors, inter alia, actions taken by competent authorities in connection with licenses, changes in legal or operational provisions and results of legal proceedings.

9 11 4 Commercial Operation Certificate

The Company was granted new Commercial Operation Certificate (No 1/88) which was issued in January 22, 2014 (in lieu of the previous one dated August 2, 1988) by the Minister of Transportation under the Licensing Law, the Certificate contains general provisions concerning the operation of aircraft, including the obligation to operate flights under a certificate, the duty to comply with the provisions of the law and maintain the security of the State and the safety of flight The Certificate is valid for as long as it is not cancelled or suspended by the Minister of Transportation or the CAAI

The Certificate provides that the licensee shall be an "Israeli Operator" as defined in the Aviation Services Licensing Law, 5723-1963, and sets out obligations regarding the duty to submit reports and information to the CAAI

The licensee is entitled to offer and perform the services specified in the annex to the Certificate, which mostly consists of passenger transportation and cargo transportation on scheduled flights between Israel and destinations in foreign countries and in-between such destinations. It shall be noted that some of these destinations are not offered by the Company due to lack of economic feasibility (and accordingly, the Minister of Transportation is entitled to cancel such appointment), passenger transportation between Ben Gurion Airport and Eilat on feeder flights; passenger transportation on domestic flights on the route between Ben Gurion Airport and Eilat; cargo transportation by all-cargo flights on scheduled international flights and international charter flights; passenger transportation and cargo transportation on international charter flights

9 11 5. Air Operator Certificate

The Company has an Air Operator Certificate (No 1/88) (hereinafter: the "**Certificate**") issued from time to time by the CAAI

The Certificate provides that, *inter alia*, the operator (El Al) has the right to perform operational commercial operation, as defined in the Operation Specifications that form part of the Certificate, in accordance with the operator's Operation Manual and the Aviation Regulations as specified in the Certificate. By virtue of the Certificate, the Company is entitled to operate as "Designated Air Carrier" of large aircraft [pursuant to Chapter 13 of the Air Navigation Regulations (Operation of Aircraft and Rules of Flight)] and international flights to the geographic areas defined in the Operation Specifications

Aircraft listed in the Operation Specifications are either registered in Israel under foreign ownership approved by the CAAI or under the full ownership of the licensee, as well as aircraft available to the licensee with the approval of the CAAI and the Minister of Transportation and Road Safety. The operator is subject to the obligation to report any change in the list of aircraft included in the Operation Specifications, such as sale, purchase, lease to another operator and /or lease from any Israeli or foreign operator. Said report will be submitted to the CAAI.

As stated in section 9.11.2 (A) above, on June 26, 2012 the Company began a "recertification" process for revalidation of the Company's Air Operator Certificate, as required from the CAAI by the FAA, as part of Israel's return to category 1. The Company successfully completed the "recertification" process and in February 1, 2015 received a new Air Operator Certificate from the CAAI. The Amendment to the Air Navigation Regulations (Operation of Aircraft and Rules of Flight), 5741-1981, which was published in March 9, 2014, provides that the Air Operator Certificate will be valid for a period of two years from the date of issue thereof, except if cancelled or suspended by the CAAI Director or if the Commercial Operation Certificate on which it was based - is cancelled or suspended (the current arrangement does not limit the duration of the validity of the Air Operation Certificate).

9.11.6 International Regulatory Arrangements

The universal rule governing civil aviation provides that every state is sovereign of its airspace and therefore every commercial flight to or from any state requires a permit from that state. The permit may be granted in the framework of a bilateral agreement (as customary for scheduled flights) or an "Open Sky" agreement or with respect to ad-hoc flight/s.

The International Civil Aviation industry operates under a set of regulatory arrangements relating to most operational aspects of an airline company, in particular the subject of traffic rights, permitted capacity, air carrier's liability for damages (bodily injury and property damage), standards of flight safety, security and noise. This set of arrangements consists of international conventions, laws, regulations and administrative guidelines, as well as bilateral and multilateral agreements.

The current basis of international regulatory arrangements relating to International Civil Aviation is the Chicago Convention of 1944.

Following the Chicago Convention, the international Civil Aviation Organization (ICAO), an agency of the United Nations, was established. In the framework of the ICAO and under its sponsorship, recommended standards and procedures in various areas of aviation operations were determined. Rights to transport passengers and cargo between countries in return for payment and related issues are regulated in air transport agreements or aviation (bilateral) agreements based on reciprocity and on giving fair and equal opportunity to airlines of both countries.

9.11.7. Aviation Agreements and Principles of Civil Aviation in Israel

9.11.7.1. Aviation Agreements – General

Most air traffic rights under which the State of Israel allows the Company to carry passengers and cargo on international routes are regulated in aviation agreements between Israel and foreign countries, and the rest of such rights are regulated (in the absence of aviation agreements) in agreements between aviation authorities or commercial agreements between the Company and an air carrier of the other state, which require the approval of the authorities of both states. The main components of aviation agreements include, *inter alia*, the granted air traffic rights, the determination of a designated carrier and the permitted capacity.

Most aviation agreements to which Israel is a party may be terminated or cancelled by giving one-year prior notice. In general, following such a notice, negotiations take place between both states for the purpose of establishing an interim arrangement or new rules prior to the expiration of the agreement.

As stated above, in June 10, 2013 an Open Sky Agreement was executed in Luxemburg between Israel and the EU. Said agreement allows all airlines in the EU to operate direct flights to Israel from everywhere in the EU, and allows Israeli airlines to operate flights to all airports within the EU. Upon entry into force, the agreement replaced all bilateral agreements between Israel and the EU States and removed most restrictions on the number of carriers, frequencies, capacity and types of aircraft allowed to operate between Israel and the EU States.

Additionally, new aviation agreements were executed in 2014 between Israel and several other countries, allowing other designated carriers to enter existing and new destinations and allowing to increase the number of frequencies permitted for airlines from both parties. For further details see Section 7.1.10 above.

9.11.7.2. Designated Carrier

In the past, each government granted to another government, under an aviation agreement, the right to designate one or more air carriers on its behalf ("**Designated Carrier**"). The Designated Carrier was granted the right to operate scheduled flights for transportation of passengers, cargo and mail between the two states. At times, the Designated Carrier was further granted the right to operate scheduled flights from the second state to a third one (subject to an agreement with the third state). In most

aviation agreements between states, each government appointed one air carrier as a "Designated Carrier" on its behalf, which will operate the flights and exercise the rights under the agreement. After the determination of a Designated Carrier, it should have obtained authorization from the aviation authority of the other state. Until the mid-90's, the Company was Israel's sole Designated Carrier in the segment of scheduled flights for passenger and cargo transportation to and from Israel. A change has occurred in the Company's status after the grant of a Designated Carrier license to other Israeli carriers, with respect to several flight destinations, some of which in lieu of the Company, as well as due to the execution of the Open Sky Agreement with the EU, which in practice, obviates the need to appoint a Designated Carrier to destinations included in this Agreement.

9.11.7.3. Ownership and Control of an Air Carrier

There is no standard international arrangement as to the percentage of actual ownership and control over an air carrier, which should be held by the State or its citizens. Bilateral aviation agreements to which Israel is a party contain a provision whereby, each contracting state reserves itself the right to suspend or cancel the permit granted by it to an airline of the other state, if the "substantial ownership and effective control" are not held by the contracting state or its citizens. The agreements do not include definitions of this term. The agreements do not provide definition to this term.

In the past, the practice in the countries of the Western World has been to accept the appointment of an airline company as a designated air carrier as if such appointment contains a statement that the requirement of substantial ownership and effective control has actually been met, and if found that said requirement ceased to be met, the relevant state shall be required to remedy the situation.

Those provisions addressing ownership and control were updated in the Open Sky Agreement with the EU, allowing airlines whose ownership and control are in the hands of one of the EU States, to operate flights from any destination in the EU to Israel.

Capacity

Most aviation agreements to which Israel is a party contained a restriction of maximum capacity or maximum frequency that any airline is allowed to offer on the agreed routes in order to ensure equal opportunities to all air carriers of the two states that have entered into an aviation agreement. As mentioned above, the Open Sky Agreement executed by Israel and the EU States cancels past restrictions on the number of air carriers, capacity and types of aircraft.

9.11.7.4. Flight Fares

Fares for flights on international routes are published by IATA, the International Air Transport Association. These fares enable passengers to buy a flight ticket with one

airline, and use it to fly with another, or use it for other flights with other airlines (in the framework of Interline Agreements) In addition to the fares published by IATA, which are supervised by the aviation authorities, the Company is entitled to set special fares unilaterally.

As a rule, the Israeli Ministry of Transportation does not interfere in setting the fares unilaterally published by the Company, provided the level of such fares is not higher than IATA fares. IATA examines the Company's fares and accordingly, publishes Flex Fares used as Interline Fares

Pursuant to the Aviation Agreement between Israel and the U.S, air carriers have the freedom of action in setting the fares, however, in the event both Governments disapprove of the proposed fare (a method known as "Double Disapproval" for being unusual (excessive or considered as "Dumping"), the new fare is not approved and cannot be offered to the public

Notwithstanding the Flex Fares published by IATA, airline tickets and cargo capacity are sold at lower prices than agreed and approved, or under terms different than those set for the various fares. The Company acts in accordance with practices customary in the industry, while adapting its policy to market conditions A substantial portion of the Company's income is derived from sales under such conditions

In recent years, there has been a growing variety of airfare rates All travel classes for flights has several types of booking classes (or fare types) with a different demand for each and different terms for different seasons of the year. Additionally, the total price offered to the public consists of the different fares, supplements charged by air carriers, including supplement security fee, and airport taxes

Charter flight fares are set in a different manner from scheduled flight fares Every Organizer is committed to pay the air carrier for the capacity (number of seats) leased by it, as the Organizer sets the price per seat with respect to the seats purchased by the Organizer - generally, a price per package deal, which includes flight and ground arrangements. An organizer requesting authorization for a flight or a series of charter flights, must indicate the fare offered to the public and obtain authorization for such flights and fares from the aviation authorities of the relevant country

9 11 8 Israel's International Civil Aviation Policy

Over the years, the Israeli Government and Ministerial Committees (Ministerial Committee for Privatization or for Social and Economic Affairs) had taken a number of decisions concerning Israel's international civil aviation policy In May 2003, Resolution No 323, SE/14 concerning "Israel's Aviation Policy regarding Scheduled Airlines" was adopted by the Ministerial Committee for Social and Economic Affairs In August 2005, the "Resolution to Encourage Competition in Civil Aviation, To and From Israel" was adopted, and in September 2006 Resolution No 441 "To Encourage Competition in Civil Aviation, To and

from Israel" as well as the decision of the Minister of the Transport and Road Traffic Safety to establish a public committee for the examination of the Open Sky policy were adopted

In the course of the last years, the "Open Sky" policy of increased liberalization in the aviation industry has been implemented in Israel, aiming to encourage and increase the tourist traffic to Israel by intensifying the competition between the airlines

For further details regarding Government Resolutions and the Open Sky policy, see Section 7.1 10 above

9 11 9 The Special State Share

Shortly before the publication of the 2003 Prospectus, the Company allocated to the state a "Special State Share". The rights granted to the holder of the Special State Share are set forth in the Company's Articles of Association, which further detail the State's essential interests in the Company that must be protected by means of the Special State Share. For details on such special interests, see the corresponding Section in the Company's Periodic Report for 2013.

9 11 10 Standardization

The maintenance layout of the Company was certified by the Standard Institution of Israel for Quality Standard ISO 9001. In addition, the maintenance layout was certified as a Repair Station by the CAAI, the U.S. Federal Aviation Authority (FAA) and the European Agency for Aviation Safety (EASA) of the EU. It shall be clarified that EASA certificate was issued for the maintenance layout of the Company's airline.

During 2014, an IOSA audit was conducted (IOSA - IATA Operational Safety Audit). The Company complied with all the requirements for obtaining an extension to the Standard Mark granted to it, and in June 2014 it received the IOSA Certificate from IATA for two more years. Said standard is an international standard in the fields of airlines' operation, safety and quality, which constitutes a condition for membership in IATA. Receipt of said Standard Mark places the Company among the world's leading airline companies on the subject of aviation safety.

E-IOSA

El-Al is currently in advanced process of preparation for the IATA audit, known as E-IOSA (Enhanced IATA Operational Safety Audit). The audit is a condition for membership in IATA, derived from the requirements of the International Organization of Civil Aviation (ICAO). The audit is conducted by the Company every two years in its current form, in the operating divisions of the Company. As part of the preparation, the Company has trained a group of reviewers and senior reviewers with the appropriate qualification, in order to provide the Company with the response and the ability to conduct an independent audit, which, at the end of the process, will be examined by IATA.

Furthermore, the Company has a network for "crisis events", structured and trained in accordance with IATA guidelines, and inspected and approved by IATA by means of four separate inspections held in 2001, 2006, 2008, 2010 and 2012. The Company carries out

"crisis exercises" encompassing the entire Company, on a periodic basis (the last such exercise was carried out in 2014, and in 2015 a crisis exercise was conducted for the Company's Senior Management) and updates its procedures in line with relevant global developments (brochures, conferences and professional media).

9 11 11 Quality Control

The maintenance layout of the Company is supervised by an internal quality control group within the Company's Repair Station, in compliance with the manufacturer's instructions and a maintenance plan approved by the CAAI and the Continued Airworthiness Officer of the Company (appointed upon completion of the Company's "recertification" process), who is responsible for the continued airworthiness of the Company's aircraft and for ensuring that the Repair Station's checks performed to the aircraft are carried out in accordance with the approved maintenance plan

9 11 12 Security Arrangements

The civil aviation industry, particularly on routes to and from Israel, is a target for attacks by various parties, mainly terrorist organizations all over the world. The Company takes special security measures directed by the government body in charge of this issue

State Participation in Aviation Security Costs

For details regarding Government Resolutions concerning the percentage of State participation in aviation security costs, see the corresponding section in the Company's Periodic Report for 2013

In December 18, 2013, the Company received the approval of Government bodies to increase the percentage of State participation in security costs of Israeli airlines, in such a manner that the percentage of State participation will be 97.5%. According to the Government bodies' notice, said approval is retroactive as of July 16, 2013, the date the State confirmed that the conditions provided in Government Resolution No. 4026 for the implementation of the Open Sky Agreement have been met in a manner that entitles Israeli airlines to increased percentage of participation

In this regard, it shall be noted that, as of the Report Date, the Ministry of Finance has not yet approved the request of El-Al Security Division to increase the security budget for 2015 (including a budget difference with respect to 2014) as a result of the expected expansion in the operations of Israeli airlines, as a consequence of the Open Sky Agreement with the EU. So long as the said budget is not fully approved by the relevant regulatory bodies, in difficulty may arise in connection with the operations of Israeli airlines, including the Company.

The implementation of the Government Resolution with respect to participation at a rate of 97.5% of aviation security expenses of Israeli airlines and its possible impact on the Company's operations and financial results, is forward-looking information, as defined in the Securities Law. The manner and extent of the actual implementation of the Government Resolution, receipt of the funding for the security costs at the updated rate and

in line with the growth in the operations of Israeli airlines, as well as the method of the implementation of the Open Sky Agreement with the EU, may actually be carried differently than estimated, inter alia, due to regulatory restrictions, financial limitations due to the need to purchase equipment for the launch of additional flight routes, contractual restrictions requiring amendments to bilateral or other aviation agreements, changes in the security, financial and geopolitical situation and its effect on competition, as well as any change in Government Resolutions.

The following table details the direct security costs relating to the security of the Company's passengers, aircraft and employees, while distinguishing between the share of costs financed by the Company and the share financed by the State:

	State financing Share (in USD thousands)	Company financing Share (in USD thousands)	Total (in USD thousands)
2014	127,470	3,486	130,956
2013	102,898	15,437	118,335
2012	82,999	33,212	116,211

In addition, the Company incurs indirect security costs deriving, *inter alia*, from sending security officers by plane in lieu of paying passengers. In addition, starting from October 2001, the Company is allowed to collect insurance and security fees of \$8 per flight segment.

Aircraft Protection Systems

Further to the Israeli Government Resolution whereby all Israeli airlines must equip their passenger aircraft with protection systems, and further to the National Security Ministerial Committee Resolution of September 2011, whereby the State shall participate in financing the costs involved in the operation of such system and its various related components, as well as in the installation and maintenance thereof, on September 30, 2014, the Company signed an agreement with the State of Israel to regulate the State participation in the financing costs of protection systems to be installed in the aircraft, including the State obligation to pay all expenses related to the maintenance of the system and all costs in respect of additional fuel, as a result of the addition of aircraft towing tractor and weight to the aircraft. It shall be emphasized that the State of Israel is the owner of the systems and all expenses related to the development, equipment, operation and installation of the system, including expenses related to future improvements and developments thereof, shall be entirely financed by the State. Systems installed in a Company's aircraft will be removed at the end of the lease period, upon the sale of the aircraft or upon cancellation of the agreement with the State, and the aircraft will return to its condition prior to the installation of the system, at the expense of the State (working hours and parts only).

At the same time, on September 30, 2014, an agreement was executed between El-Al and Elbit Systems Electro-Optics Elop Ltd, for the installation of the protection systems in the aircraft of El-Al and Arkia. Pursuant to the agreement, the Company shall act as subcontractor for the installation of the protection systems in the Company's aircraft and in aircraft of other Israeli airlines. El-Al is expected to install the protection systems in the aircraft, whereas El-Op was granted an option for additional installations. The pace and timing of the installations

are coordinated between CAAI, El-Op and El-Al in accordance with the Aircraft Renovation Plan (the installations are scheduled to be performed in the framework of Aircraft C-Inspection) As of the date of publication of the Report, the system has been installed in a number of El-Al aircraft

Security Services to Israeli Airlines

In addition, the Company provides security services to Israeli airlines in return for reimbursement of the Company's related expenses. Payment in respect of these services was settled by means of a "price list" (from 2008) published by the Ministry of Finance, as well as according to the understanding reached with Ministry of Finance on the issue of security and the Government Resolution No 4026 regarding the provision of aviation security services by the Company

9.11 13 Operation in Time of Emergency and for Essential Purposes

Pursuant to the applicable law, in times of emergency, Israeli Airlines, including the Company, can be operated for purposes of defending the State or for public security or for maintaining essential supplies or services In addition to the foregoing, several arrangements exist between the Company and the State with respect to flights required for the security of the State or in times of emergency, and flights for other special purposes, as well as with respect to the consideration therefor, on a commercial basis

The Registration of Equipment and its Enlistment to the IDF Law, 5747-1987, confers upon the Minister of Defense, if convinced that the security of the State so requires, the power to announce, by order, the need to recruit equipment (including aircraft). Said law refers to equipment in the Company's possession in times of emergency The law obliges the State to pay usage fees for recruited equipment and if, during the period of recruitment, the equipment has been damaged – said law obliges the State to also pay compensation for the damage

The Emergency Labor Service Law, 5727-1967, confers upon the Minister of Labor the power to certify enterprises as "Essential Enterprises" and once an announcement is made - to enlist, by decree, all employees for essential labor services The Company was certified as an "Essential Enterprise" This certificate is renewed from time to time at the request of the Company The validity of the current certificate is until the December 31, 2015

The Commodities and Services Control Law, 5717-1957, confers upon the Minister, being thus authorized by the Government, the power to issue a "Personal Order" or a "General Order" to perform, *inter alia*, an "Essential Action" for the defense of the State, the security of the public, and for maintaining supplies or ordinary services An action as mentioned above, includes, among other things, an obligation to operate an enterprise or any supervised service.

9.12. Material Agreements

In September 2014, the Company entered into an agreement with The Company of United Technologies Corporation Pratt & Whitney Division for the maintenance and renovation of 27 PW4000 engines owned by the Company, for a period of approximately six and a half years

The amount of the agreement is nearly USD 70 million (USD 65 million for the maintenance of the engines and USD 5 million for a leased engine to be placed in the Company's premises)

In October 2014, a final tender was carried out between fuel supply companies and companies providing fueling services, for jet fuel supply and refueling in Israel, starting from January 1, 2014. Following negotiations conducted with the companies, in December 2014 the Board of Directors approved the agreements with the fuel supply companies Paz, Sonol and Dor-Alon for supply of 70%, 20% and 20% (respectively) of the Company's annual fuel consumption in 2015. Furthermore, the Company decided to enter into an agreement with the companies providing fueling services (franchisers of the IAA) "Paz Aviation Services" and "Mercury", whereby each of these companies shall supply 50% of the fueling services provided to the Company at Ben Gurion International Airport in 2015. The aggregate annual amount of the agreements (for jet fuel supply and fueling services in Israel) is estimated at approximately USD 350 million (jet fuel prices as of December 2014).

In addition, the Company has entered into agreements concerning its employees and their rights (see Section 9.4 above), real estate lease agreements (see Section 9.1.1 above), aircraft lease and financing agreements (see Sections 7.1 and 8.10 above), special-purpose loan agreements (see Note 20B to the Financial Statements), various agreements with airline companies (see Sections 7.2, 7.4, 9.11.7 above and Section 9.13 below) and insurance agreements (see Section 9.2 above). Additionally, the Company is obligated for indemnification and insurance of the Company's officers. For details see Section 29(A) of chapter D (Additional Details of the Corporation's Business).

9.13. Cooperation Agreements

The Company has entered into agreements with other airlines (Interline Agreements), allowing passengers on scheduled flights, subject to certain restrictions, to use services of one airline with flight tickets issued by another airline. In addition, the Company has Code Share agreements, enabling an air carrier to market flights of another air carrier as if they were its own.

Additionally, the Company has entered into various operating agreements with various airlines, including, *inter alia*, technical operating arrangements, lease arrangements, agreements for the maintenance of aircraft and spare parts, mutual assistance in times of emergency, supply of aviation equipment, and more. The Company has also entered into agreements with airline companies relating to lounge hospitality, cooperation in the framework of customer clubs, account settlement in respect of the use of connecting flights, matters of booking registration, as well as transportation agreements (passengers or cargo).

9.14. Legal Proceedings

As of December 31, 2014, legal claims totaling approximately USD 229 million were brought against the Company, for which the Company set aside a provision of about USD 10.1 million, based on the opinion of the legal advisors of the Company.

In addition, non-quantified claims were also brought against the Company. The provision in the Financial Statements mentioned above, includes also provisions for non-quantified claims based on the estimates of the Company's Management.

For details of the material claims against the Company or its subsidiaries, see Note 24(D) to the Financial Statements.

9.15. Business Targets and Strategy

During 2014, the Company continued to adapt its operations, *inter alia*, by increasing frequency and capacity and by adjusting the model for commercial operations to the models customary in Europe. In this framework, starting from the 2014 summer season schedule, the Company began operating low-cost flights under the new UP brand, as described in Section 7.4 above, using Boeing 737-800 aircraft. As provided above, in the first stage, the Company operated flights in this format to five destinations in Europe, in lieu of the Company's flights in the current format to these destinations. Tickets for flights in the framework of this activity include a basic basket of services and an option to add paid services, similar to the form of services provided by other airlines around the world. In addition, the Company is preparing to launch a new route to Boston, commencing on June 2015, on which the Company expects to operate three weekly frequencies on a Boeing 767-300 aircraft.

In 2014 the Company dealt with the various factors that affected its operations, including the geopolitical situation, Operation Protective Edge which took place in the summer of 2014 and its impact on the aviation industry and passenger traffic to and from Israel, the changes in jet fuel prices and the increase of competition, *inter alia*, in light of the execution of the Open Sky Agreement with the European Union.

A description of the Company's main activities commenced in 2014 are set forth below:

- A During 2014, the Company continued the process of absorbing the new Boeing 737-900ER aircraft, a process which started at the end of 2013, when the Company absorbed the first two aircraft of this model (out of eight aircraft purchased by the Company). In 2014, the Company absorbed the third and the fourth aircraft, and the fifth aircraft joined the Company on May 2015. The other three aircraft are expected to be delivered to the Company in the course of February and March 2016.
- B In June 2014, the Company signed agreements to issue branded credit cards to the members of the Company's Frequent Flyer club - Fly Card and Fly Card Premium, which were issued to holders of Israeli accounts through financial institutions, as described in Section 7.6.4 above. The branded credit cards confer upon the holders thereof unique benefits, depending on the type of card and the volume of transactions made by using it, in accordance with the commercial terms agreed between the parties. These benefits include, *inter alia*, accumulation of frequent flyer points in respect of transactions processed by the branded credit cards. In addition, as stated in section 7.6.4 above, the Company executed cooperation agreement with the Blue Square - Dor Alon Customers Club, a registered partnership ("You Club"). The agreement is for an initial engagement period of five years, with an extension option for different additional

periods, subject to cancellation rights available to both parties under certain circumstances

- C Adjustment of the means of production to the environment of demand and to the profitability of the routes, by adjusting a more efficient capacity and configuration, aiming achieve optimization of the network of routes
- D. Continued improvement of customer service, while providing an appropriate response to different populations and offering various services to customers (including Economy Plus Class, which was expanded to the 747, 777 and 767 aircraft fleets, and purchase of preferred seats), as well as a significant upgrading of the physical product, with an emphasis on the luxury classes and on improving its suitability to the needs of the business customer and taking customer conservation actions, both upon booking seats and during the flight
- E Continued dealing with the extensive regulation applicable to the Company in its various fields of operations, including unique regulation applicable to the Company's aviation operations and the recertification process which the Company successfully completed in the course of restoring Israel's aviation security rating, as well as regulatory provisions pertaining the Israeli Aviation Sector and the Open Sky Agreement with the EU.
- F Continued cost savings and efficiency trend - the Company started the implementation of an internal organizational program, the "Turnaround Program", which includes identification of financial savings resources within the various areas of the Company's operations and a follow up of the actual implementation of savings so identified, increase of income and the continuing of the Company's general efficiency process, in particular in the areas of logistics and procurement, sales costs, efficiency of operation of air and ground crews and maintenance management. The Company continues to examine the business structure appropriate for different operations in order to achieve process efficiency and value overflow for the Company, *inter alia*, by the possibility to act as a separate legal entity in independent and unique areas of operations, such as the Frequent Flyer Club and the cargo operations
- G. Examination of the option to develop additional income sources to supplement the flight activity, *inter alia*, in the fields of tourism, kosher food in Israel and abroad, sales of maintenance services to third parties, entering into the insurance field, etc. The Company forms new innovative programs for the purpose of developing commercial and technological products relevant to the Company's areas of operations. It should be noted that, in the field of tourism, various possibilities for development and entrepreneurship through cooperation with entities in the aviation and tourism industries are examined, *inter alia*, by means of establishing an independent wholesale tourism company, merger with a tourism company or acquisition of an existing tourism company/ tourism wholesale company. The focus on this area will enable to provide the customer with the missing link in the chain of value, while supplementing aviation-related tourism products

- H Continued implementation of technological systems, including technological systems in the field of commerce; improvement of the Company's website and increase of the direct sale and the Company's additional sales channels, as well as the establishment of a designated website for the Up brand operations In June 2014, the Company launched in-flight communications systems (streaming) in some of the routes between Israel and Europe, which is an aircraft in-flight entertainment system that includes an in-flight communications system, in order to improve the flight entertainment experience.
- I. Continued comprehensive treatment in the field of security and environment, including hazards such as air pollution and noise, in the framework of which the Company received several standard marks, thus placing itself under continued scrutiny
- J. Investment in the field of corporate responsibility and community relations as well as continued extensive cooperation with various entities by contributing to the community and to the environment as well as continued cultivation of the human resource and excellence within the Company
- K Continued implementation of Internal Enforcement Program on Securities and Corporate Law, in order to ensure compliance with and enforcement of law-abiding norms, rules of ethics and other rules of conduct within the Company, its officers and employees, and to ensure compliance of the Company and its individuals with the provisions of the Securities Law In addition, in 2014 the Company launched an Internal Enforcement Program in the field of Antitrust, to ensure compliance of the Company and its employees with the provisions of the Antitrust Law
- L. Continued investment in human resources, *inter alia*, through the expansion of training activities, and continued implementation of employees' remuneration and incentives In this regard, in 2014 the Company continued to develop results-based measuring and incentive programs, and currently 25% of the Company's employees are affected by such measuring and incentive programs

The manner of implementation of the business strategy presented above and the results expected from the implementation thereof, are forward-looking information, as defined in the Securities Law, based on the Company's assumptions, estimates and predictions regarding its business operations environment, which may change, all or part thereof, from time to time, and thus affect the possibility of its implementation. Therefore, the actual results, in whole or in part, may not materialize, or only partially materialized or be materially different from the results estimated, derived or implied from such information, inter alia, for the reasons detailed below, given that as of the Report Date, there is no certainty as to the form of such actions or the ability to execute them, inter alia, due to the need for various regulatory approvals.

The implementation of the strategy may be affected by changes in the geopolitical, economic and security situation in the area, which may have impact both on the ability to operate flights to certain destinations and on jet fuel prices, which constitutes a major component of the Company's expenses. Further, the implementation of the strategy may be contingent upon the existence of appropriate financial resources for the realization of

decisions on development and equipment. In addition, regulatory provisions, maintaining working relationships within the Company, aggravation of competition and changes in the network of routes and in the aircraft fleet, may affect the ability to execute the strategy.

9.16. Expected Development in the Coming Year

As a member of the global aviation industry, the Company faces exogenous financial factors which include, *inter alia*, the slowdown in the pace of global growth, crisis in the Euro Bloc, jet fuel prices, currency and/or interest rates as well as the geopolitical situation in the area

In 2015, in view of the continued implementation of the Open Sky Agreement with the EU, the Company is expected to continue to deal with an increase in the supply of flights offered by existing airlines and the entering of new airlines, as well as with a substantial growth in low cost operations on routes to and from Israel

The Company will continue to examine on a regular basis the adjustment of its operations to the trends and developments evolving in the business-economic environment of the company and in the global aviation industry. Such trends and changes require a thorough and continuous examination of the Company's operations, including the composition and profitability of the Company's network of routes with respect to passengers and cargo, and the adaptation of flight schedules and fares in accordance with the market and competition situation

Implementation of the Company's objectives shall be done by paying attention, *inter alia*, to the method of realizing the Company equipment's program and coping ability, its preparation for the intensifying competition and the strive towards improving the business results in 2015, that, by improving the income mix, improving the return, realization of organizational efficiency procedures and cutting costs.

The information regarding expected development in the coming year, is a forward-looking information, as defined in the Securities Law. Such information is based, inter alia, on the Company's estimates, forecasts or intentions as of the Report Date. Therefore, developments during the coming year, all or part thereof, may be materially different from the developments estimated, derived or implied from this knowledge, as a result of numerous factors, including factors set out in Section 9.15 above and Risk Factors set forth in Section 9.18 below.

9.17. Financial Information on Segmental Reporting

For details regarding Segmental Reporting, see Note 33 to the Financial Statements; for explanations regarding developments in these segments, see Section 5A of the Board Report

9.18. Discussion on Risk Factors

Like other airline companies, the Company's operations is affected by external and internal factors liable to cause material changes to its profitability (positively or negatively). Risk factors may be divided into macro risks, segmental risks and risks that are unique to the Company. The main risk factors are set forth below:

Macro risks

9.18.1. Political or Security Events or Terror Activities

Political or security events or terror attacks in the world or in the area have an immediate impact, to the worst, on the demand for passenger and cargo transport, thus affecting jet fuel prices and the Company's economic situation and volume of operations. The risk is that the Company's revenues will be adversely affected as a result of security and geopolitical events, in Israel or in the country of destination

9.18.2 Exposure to Currency Risks

The majority of the Company's income and expenses is in foreign currency or linked thereto (mainly US Dollars). The Company is exposed to the increase in the shekel value against the US Dollar in connection with current salary expenses and other liabilities denominated in NIS in the Company's balance sheet, mainly in respect of termination of employer-employee relationship and a provision for vacation. The appreciation of the NIS against the US Dollar increases the Company's current expenses and further increases, in US Dollar terms (with no impact on the cash flow), in the Company's liabilities due to termination of employer-employee relationship.

In addition to the foregoing, an internal natural hedge exists for other foreign currencies (Sterling, Euro, Rand, *etc.*), performed by means of comparing payments and receipts in each currency. In years in which the amount of receipts is not significantly different from the amount of payments denominated in European currencies, the mixture constitutes an internal hedge against exposure of such currencies, whereas in years in which there is a significant difference between the payments and the receipts, which creates an exposure for the Company with respect to these currencies (mainly vis-à-vis the Euro), the Company examines the need for investing in financial derivatives in order to reduce the exposure thus created.

For details about actions carried out by the Company to hedge the exposure to currency risks, see section B1 (5) of the Board Report and Note 28F to the Financial Statements.

9.18.3 Changes in the Economic Condition

The aviation and tourism industries are sensitive to changes in the economic activity that affect the demand for passenger and cargo transport. The structure of expenses in the aviation industry, which includes a high component of fixed costs, makes it difficult to implement the process of adjusting the Company's supply to the changes in the short-term demand. During periods of slowdown in the economic activity, for various reasons, the demand for air transport is reduced, excess capacity is created, and employees and flight equipment are not fully exploited. As a result, the Company's economic condition may deteriorate, as reflected in the Company's business results.

9.18.4 Outbreak of Epidemics and Natural Disasters

External factors, such as natural hazards, fire and earthquakes, epidemics *etc.*, may cause harm to the continuity of the Company's operations. Furthermore, the outbreak of epidemics

and natural disasters have an adverse effect on passenger traffic to the disasters areas and therefore may have a negative impact on the Company's business results.

9 18 5 Exposure to Changing Interest Rates

The Company finances most of its investments by means of long-term credit provided by banking institutions. The Company's loans and most of its deposits are in US Dollars. Some of the Company's loans bear variable interest and therefore, changes in interest rates may have an impact on the Company's financing expenses and cash flow. In order to reduce the exposure to said risk factor, the Company performs interest risk hedging transactions. For details regarding the actions taken by the Company to protect itself from the exposure to variable interest rates, see section B1 (4) of the Board Report. Such hedging transactions may expose the Company to changes in the fair value thereof. For further details, see Note 28G to the Financial Statements.

Sectoral Risks

9 18 6 Jet Fuel Price

Jet fuel is a significant component in the operating expenses of an air carrier. Jet fuel prices are subject to sharp fluctuations. The Company's profitability may be materially affected due to a change or substantial fluctuations in jet fuel prices. The Company takes actions to hedge part of the forecasted jet fuel consumption. This policy may change, depending on the circumstances, and as a result of this policy, the Company has accounting exposure due to changes in the fair value of the financial instruments used for hedging as well as due to the requirement to provide pledged deposits. As a result of the large share of jet fuel in the operating expenses of the Company, any increase in jet fuel prices adversely affects the Company's operating expenses and its business results (see Section 9.5.1 above). For details regarding the hedging policy and the actions taken by the Company to protect against changes in jet fuel prices, see Section B1 (3) of the Board Report and Note 28H to the Financial Statements.

9 18 7 Changes in Competition

The aviation sector is characterized by a high level of competition, which intensifies in times of excess capacity. The entry of other airline companies into the market, including the entry of additional scheduled foreign carriers into the Israeli market or the capacity growth of existing foreign carriers, the entrance of additional Israeli carriers into the market as well as the appointment of other Israeli carriers as designated air carriers (in the field of passengers and cargo), the entry of additional charter airlines and low-cost airlines into the market and the provision of operation certificates to additional Israeli airlines in the field of passengers and cargo, lead to aggravation of competition in the aviation industry in Israel, thus creating excess capacity and decrease in the price level of passenger and cargo transportation, and may reduce the Company's share of operations in the industry and adversely affect the Company's business results. This trend of increased competition has intensified in recent years, upon the entry of new airlines and the increase in capacity and frequency of airlines operating in the Israeli market (for details see Section 7.1.10 above). Special emphasize should be given to the

increase in the activity of foreign airlines that are members of the three largest airline alliances in the world, which operate in the Israeli market with operational and commercial cooperation, based on non-Israeli regulation (including competition laws applicable in Europe) which allows them to enter into code share agreements, mergers and acquisitions and significant commercial joint ventures. In addition, changes in international agreements, including the aviation agreement between Israel and the EU (the Open Sky Agreement) and the manner of implementation thereof, are liable to affect the Company's operations

9 18 8 Impact of Seasonality

The Company's operations is seasonal in nature and focuses on peak periods (see Section 7 9 above) Tourist traffic, mainly in summer seasons and towards the holidays (Jewish and Christian) is higher than the annual average. Additionally, the cargo transport segment is also characterized by seasonal fluctuations (for details see Section 8 8 above). Since the component of capital and fixed costs is significant in relation to the total costs of the Company, any disruption to the operations during high season (*e.g.* due to political and security events) or the inability to obtain alternative aircraft, even in a relatively short term, may have a material adverse effect on the financial results of that year

9 18 9 Government Resolutions regarding Aviation and Certification of the Company as an Air Carrier

- A A change in the Government policy regarding the appointment to appoint the Company as a designated carrier with respect to all or part of the routes on which the Company currently serves as a designated carrier, may affect the financial results of the Company. Additionally, the Company's operations is contingent upon obtaining a certificate from the regulator in the aviation field (*e.g.* Air Operation Certificate and Repair Station Certificate), whose terms are determined in accordance with the provisions of the law and regulations and supervised by the CAAI and therefore, may affect the position of the Company and its ability to carry out its assignments and even adversely affect its financial results.
- B The Company's air carrier operating certificates and the traffic rights granted to it are contingent on having the substantial ownership and effective control held in the hands of Israelis. Failure to comply with the provisions relating to the identity of the Company's shareholders may damage the operating certificates of the Company and the traffic rights granted to it by the State.

9 18 10 Operations in a Sector with a High Fixed Costs Structure

The Company operates in the aviation field where the structure of fixed costs is relatively high and the profitability margins are relatively low. Therefore, even moderate changes in the level of income or expenses may directly affect the existence of profit or loss.

9 18.11 Effect of Noise and Environment Limitations on the Operation of Flights

Any change in the restrictions on operating hours at Ben Gurion Airport or other airports to or from which the Company operates, and any additional restriction or prohibition on the operation of aircraft due to pollution, noise or other causes, may have a material impact on the manner of operation of the Company and accordingly, on its financial results

9 18 12 Effect of Low Cost Airlines Operations on the Israeli Market

Airline companies with a low production cost structure (low cost airlines) have significantly increased their market share during the last years, mainly in the United States and Europe. Said increase has adversely affected veteran airlines with a higher production cost structure, and led to a decrease in their market share and a decline in their yields due to price reduction as a result of the competition.

Most low cost airlines specialize in short flight segments. In the framework of aviation agreements executed in recent years, low cost airlines that in the past did not operate flights on routes to Israel, started operating flights on these routes. The entry of such airlines and others into the Israeli market might have an adverse effect on the financial results of the Company, due to the increase in the capacity offered by such airlines at discounted prices.

9 18.13 Harm to Flight Safety or Security

9 18 13.1 In order to ensure flight security, the Company maintains security arrangements in accordance with the instructions of the competent government authority. In order to ensure flight safety, the Company complies with guidelines and instructions of the relevant authorities, including manufacturer's instructions and the CAAI guidelines. Damage to the Company's flights and/or customers and/or facilities and/or employees, as a result of a flight security event or flight safety failure, may have a significant adverse effect on the Company's activity, *inter alia*, due to damage to reputation, loss of income and customers and the Company's exposure to legal claims.

9 18 13.2 The Company conducts an external examination of its set of operational procedure in accordance with the IATA Operational Safety Audit (IOSA) program, which operates under IATA guidelines and instructions. The examination consisted of five separate phases in the years 2006, 2008, 2010, 2012 and 2014, and at the end of each phase, the Company received a certificate of compliance with IOSA requirements. In addition, the Company conducts "crisis exercises" encompassing the entire Company on a periodic basis (the last exercise was conducted together with the IAA at the beginning of 2014, and an exercise for the senior management of the Company took place in 2015), and updates its procedures in line with relevant global developments (brochures, conferences and professional media).

9 18 14 Regulation of Aviation

The Company's operations and its ability to expand the scope and layout of operations, depend, *inter alia*, on different regulatory approvals granted by authorities in Israel and

worldwide. Lack of appropriate certification and failure to comply with international and local standards may incur an increase in the Company's expenses, competitive disadvantage vis-a-vis the Company's competitors and damage to the continuity of its operations.

In the Reporting Year, regulatory amendments were made to the aviation laws applicable to the Company, and regulation amendments proposals were made with respect to the Aviation Regulation, the enactment of which has not yet been completed. For details on Aviation Regulation, see Section 9.11.2 above.

Risks Unique to the Company

9.18.15 Costs of Maintaining Flight Security

The fact that the Company is obligated to maintain security arrangements set by a government authority and bear security expenses it cannot control, the majority of which does not apply to foreign airlines competing with the Company, damages its profitability, competitiveness and routes network development. In 2013, an updated Government Regulation was adopted, whereby the State funds the majority (97.5 %) of Israeli airlines' security expenses. Changes in the percentage of State participation in the Company's security expenses, non-compliance with said Government Resolution in full, changes in the scope of safety measures the Company will use (due to security events or attempted terrorist attacks) as well as in the event the Company is forced to cease or limit its flights to a certain destination or is unable to expand its operations to additional destinations for security reasons, may have a material effect on the financial results of the Company.

9.18.16. Restrictions on Obtaining Credit and Non-Compliance of Financial Covenants

The Company is under obligations to some of the long-term credit providers, to maintain an appropriate collateral ratio between the unpaid credit balance and the collateral pledged to the bank. Additionally, loan agreements for loans taken by the Company provides the bank with the right to call for immediate repayment of the balance of the loans provided by that bank if, in the opinion of the bank, based on reasonable criteria, an adverse change in the financial condition of the Company, its operations or business has occurred in a manner that endangers or may endanger the ability to repay the credit to the bank. The failure of the Company to comply with financial covenants provided in the credit agreements, *inter alia*, due to decrease in the market value of the collateral and/or call for immediate repayment of the Company's loans provided by banking institutions, may adversely affect the financial results of the Company. Furthermore, "single borrower" and "group of borrowers" restrictions may apply to the Company with respect to the transfer of control and change of ownership, taking into consideration the amount of credit and the identity of the controlling shareholder of the Company.

9.18.17 Antitrust

In light of the Israeli Antitrust Laws, including the need for a prior approval of the Antitrust General Director for certain agreements, the competitiveness of Israeli carriers, the Company included, may be harmed, and it may have an adverse effect on the financial results of the

Company due to regulatory restrictions on of international agreements within the areas of the Company's operations or the non-approval of such agreements (existing or new) by the Antitrust Authority The differences between the antitrust laws applicable in Israel and the antitrust laws applicable worldwide may affect the competitiveness capacity of Israeli airlines, particularly in view of mergers, acquisitions and airline alliances which are common in the global aviation industry

For further details regarding the impact of Antitrust Laws on the Company's operations, including details on monopoly, see Section 9.11 2 above

9 18.18 Municipal Status of Ben Gurion Airport

From time to time, the possibility to include Ben Gurion Airport in the jurisdiction of the municipality of Lod is examined In the event the transfer of Ben Gurion Airport to the jurisdiction of a certain local authority is realized, the Company's expenses may increase (due to property tax payments which so far have not been paid), thus adversely affecting its financial results.

9 18 19 Labor Relations

Any cessation of operations due to work slowdowns or a strikes by an air carrier causes an irreversible loss of income and damage to customer trust The state of the industry and the intensified competition within the industry require continuous efforts to make the Company more efficient and improve the service provided to customers The foregoing is contingent upon the stability of labor relations within the Company, the identification of employees with the Company and the willingness to cooperate and reach an understanding with the Company's management

It is quite possible that efficiency processes consisting of organizational changes, decrease in the number of employees (with emphasis on permanent employees) and decrease in salary costs, may shake up, even for a short while, the delicate balance of labor relations within the Company. This may cause damage in the immediate term as well as in the longer term to the reputation of the Company, and may have a material adverse effect on the business results for that year and the following year Furthermore, difficulties may occur in exploiting business opportunities and in dealing with changes arising from restrictions in employment agreements

9 18 20 Legal Proceedings

The Company is a party to legal proceedings, including actions which the court has been requested to recognize as class actions in Israel, as a result of which the Company may incur considerable amounts of money that cannot be estimated, and in respect of which no provision has been made in the Financial Statements of the Company The outcome of these proceedings may have a material impact on the Company

9.18 21 Restrictions due to Certain Provisions in the Special State Share

Restrictions related to maintaining minimum flight capacity, mainly with respect to cargo aircraft and the State's ability to demand an increase of the minimum flight capacity that the Company must maintain, reduce operational flexibility and impose heavy duties (competence assurance). In such circumstances, the indemnification does not cover all the Company's expenses. In addition, the Government Companies Law provides the power to impose on the Company provisions designed to protect the State's essential interests that concern the Company, by means of orders under Chapter H2 of the Government Companies Law, which may be at the Company's business discretion and, as a result, may harm its financial results.

9.18.22. The Company's aircraft fleet consists entirely of aircraft manufactured by "Boeing". Cessation of Boeing operations will cause temporary operational difficulties. The Company is materially dependent on Boeing, both with respect to spare parts and engineering support. Nevertheless, the Company estimates that the probability of termination of support is low.

9.18.23. Dependence on Routine Activity at the Base Airport (Ben Gurion International Airport)

Most of the Company's activities are carried out at its base airport, Ben Gurion International Airport. Therefore, any interruption or disruption of the routine activity at Ben Gurion Airport and/or changes in the policy for grant of takeoff and landing permits (slots) at major airports where the Company operates, may have a material adverse effect on the Company's operations. During 2010, renovation of landing and takeoff runways at Ben Gurion Airport was begun, and was completed in the first quarter of 2014. As a result of the completion of renovation, the Minister of Transport and Road Safety decided to change the operating hours at Ben Gurion Airport. For details regarding said decision of the Minister of Transport and Road Safety dated January 21, 2014, see Section 9.10.2 above.

Another significant change in the operating hours may materially affect the operational ability of the Company and its financial results.

9.18.24. Flights on the Sabbath and Jewish Holidays

The Company continues to operate according to the policy determined by Government Resolution of 1982 and does not carry out flights on the Sabbath and Jewish Holydays. For details regarding the understanding reached between the Company and the representatives of the Rabbinical Committee for the Sanctity of Shabbat, see Section 10.7 above. Failure to comply with the understandings reached with respect to flights on the Sabbath and Jewish Holydays, or a change in the Company's policy on this subject, may result in a conflict with this sector of customers, which is liable to affect the Company's results due to a consumer boycott.

9.18.25. Information Systems and Information Security

The current operation of the Company, its business operations and the service provided by it are based on information and database systems. Some of the Company's information systems have reached the end of their life cycle and are not included for replacement purposes in the Company's work plan. The Company completed the establishment of a computer backup facility in the event of total failure of main computer room. In addition, the Company is

equipped with a comprehensive program on information security as a response the increased risk of cyber-attacks. Until the completion of the preparation in the fields listed above, there is risk for malfunctions and disruptions in the operation of the Company's information systems, which may result in essential systems shutdown or inability to provide sufficient support for certain time periods.

The following table presents a segmentation of the risk factors described above, by nature (macro risks, segmental risks and risks unique to the Company), which were classified based on the estimates of the Company's management according to the scope of their impact on the Company's business as a whole – large, medium or small effect. The Company's estimate of the risk rating was determined while taking into consideration the probability of the occurrence of the event and the amount of damage that might be caused to the Company upon occurrence of the event.

Segmentation of Risk Factors According to Nature and Impact			
	Large impact	Medium impact	Small impact
Macro Risks			
Political and security events or terror activities	✓		
Exposure to currency risks		✓	
Changes in the financial condition		✓	
Forces of nature and epidemic outbreak		✓	
Exposure to variable interest rates			✓
Segmental Risks			
Jet fuel prices	✓		
Changes in competition	✓		
Impact of seasonality	✓		
Government Resolutions on aviation and the Company's certification as an air carrier	✓		
Operations in a segment with a high fixed cost structure		✓	
Noise and environmental restrictions		✓	
Impact of low cost airlines on the market		✓	
Harm to flight security or flight safety	✓		
Aviation Regulation	✓		
Risks Unique to the Company			
Flight safety costs	✓		
Restrictions on obtaining credit and non-compliance with financial covenants	✓		
Antitrust	✓		
Municipal status of Ben Gurion Airport			✓
Labor relations		✓	
Legal proceedings		✓	
Restrictions arising from the provisions of the Special State Share			✓
Dependence on aircraft manufacturer			✓

Dependence on the orderly activity at the base airport (Ben Gurion Airport)		√	
Flights on the Sabbath and Jewish Holydays			√
Information and database systems		√	

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**EL AL ISRAEL AIRLINES LIMITED
BOARD OF DIRECTORS REPORT
ON THE STATE OF THE CORPORATION'S BUSINESS
FOR THE PERIOD ENDED DECEMBER 31, 2014**

THE COMPANY AND ITS BUSINESS ENVIRONMENT

We are pleased to present the Board of Directors Report on the state of the Corporation's business for the period ended December 31, 2014

The Company serves as the designated air carrier of the State of Israel to most of the international lines operating to and from Israel. Most of the operations of the Company and its subsidiaries are transporting passenger and cargo through scheduled flights and charter flights between Israel and foreign countries, and from the period of August 2010 until the end of 2013, also domestic flights

In addition, the Company is engaged in providing security services and comprehensive maintenance services to aircraft of other companies at Ben Gurion Airport, the sale of duty free products, and through investee companies, in ancillary activities, mainly the manufacture and supply of food for flights and managing a number of travel agencies abroad

The business environment, in which the Company operates, is the international civil aviation industry, and tourism to and from Israel, which are of a seasonal nature, and it faces strong competition, which increases during periods of surplus capacity, and which are highly sensitivity to the economic, political and security situation in Israel and worldwide

The Group has two fields of operations reported as operating segments in the Company's consolidated financial statements

- a) Passenger aircraft operations – in this field the Company transports in its passenger aircraft both passengers and cargo in the aircraft's hold, and provides ancillary services, such as the sale of duty free products. In the field of passenger transport the Company competes in flights to and from Israel, with two Israeli companies (Arkia and Israir) and about 60 foreign airlines that operate scheduled flights and some 50 foreign charter companies. Revenues in this field of operations comprise 91.8% of total Company revenues in 2014
- b) Cargo aircraft operations – in this field the Company transports cargo in one leased cargo 747-400 aircraft. In the field of cargo transport, the Company competes with another Israeli airline (CAL) and 8 foreign airlines that operate regular cargo planes, and with most of the scheduled airlines that operate passenger aircraft and transport cargo in their holds. Revenues in this field of operations comprise 3.4% of total Company revenues in 2014

The Company has additional revenues, which do not belong to the main field of operations, comprising 4.8% of total revenues.

For additional details regarding the Company's fields of operations, see clause A4 below.

Main emphases in 2014:

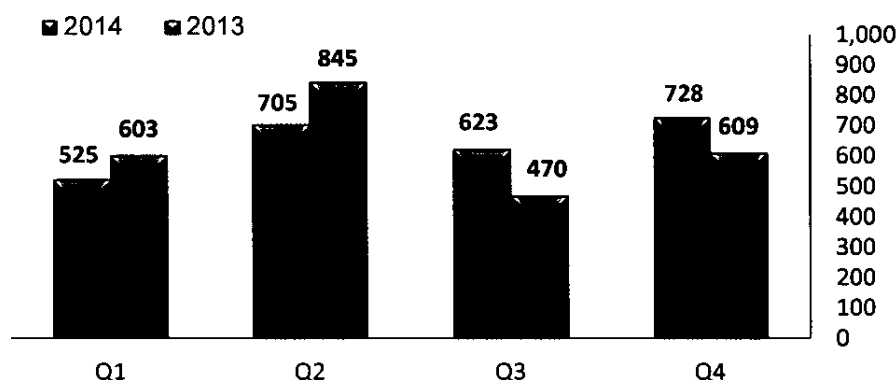
Operation "Protective Edge".

The Campaign continued for 50 days during the months of July and August, which is the peak period in the Company's operations. Operation "Protective Edge" caused serious harm mainly to incoming tourist traffic to Israel, which continued and also affected the fourth quarter of the year, where there was a decline of 16% in the number of tourists entering Israel.

In outgoing tourism the harm was less, as occupancy was higher in outgoing flights and lower in incoming flights. In order to overcome the cancellation of tourist flights, and increase occupancy rates, the Company reduced its flight prices. The Company estimates that the loss of revenues that can be related to the Campaign aggregates about 70 million dollars.

In addition, during the period of operation "Protective Edge", the Company bore additional expenses for adapting its operations and adding capacity and additional operating expenses resulting from the security situation.

Incoming tourist movement by quarters:



Increasing competition as a result of implementing the "Open Skies" policy.

On increasing implementation of the "Open Skies" policy during the year of report, there was a significant trend of an increase in the number of foreign companies arriving in Israel, inter alia, the low cost companies, and a significant increase in the frequency of their flights. This trend resulted in a decline in the prices of airline tickets.

As a response to the competition and the decline in prices, the Company launched, as from the second quarter of the year of report, the "UP" brand - flying to five destinations: Kiev, Prague, Berlin, Budapest and Larnaca. The Company offers 11 weekly flights in a modular price format where it becomes possible for a customer to purchase a basic product of a flight only at a low price and choose whether to add luggage, food, seating and more for an additional price.

Oil prices

During the second half of the year, as from June 2014 the oil prices started declining from a price of \$115 per barrel for Brent oil in June 2014 to a price of \$57 in December 2014, a decline of 50%. The

significant decline was in the fourth quarter (from a price of \$94.7 on September 30, 2014 – a drop of 40%)

Fuel prices comprise a significant component of the Company's expenses (about 39% of total expenses) and therefore the decline in its price significantly beneficially affects the Company's operations.

On the other hand, according to a policy approved by the Market Risks Management Committee of the Board Of Directors, the Company hedges the prices of oil in transactions for up to 12 months and therefore part of the jet fuel expenses in the second half of the year were affected by the cost of the hedging transactions, which was higher than the jet fuel price in the market at that time

According to the accounting policy that the Company adopted (see Note 2n to the consolidated financial statements) the open hedging transactions on the date of the Report were revalued, according to the price at which the oil was traded at that time, for the whole period of the transaction. As explained in the Note, part of this revaluation was recorded to the capital reserve and part to the statement of profit and loss.

It should be mentioned that the benefits from the low oil prices, for which the change in the value of the transaction was recorded to the statement of profit and loss during the year of report, will be expressed in 2015 when the Company consumes the jet fuel in its aircraft.

The following table summarizes the effect on the statement of profit and loss in 2014 compared to 2013 (in millions of dollars).

	2014	2013	Difference
Cash flow effect	(21.8)	6.1	(27.9)
Change in fair value	(20.9)	(2.2)	(18.7)
Total effect on the statement of profit and loss	(42.7)	3.9	(46.6)

The negative changes in fair value which were recorded to capital reserve, net of tax in 2014, aggregated 36.2 million dollars.

For additional information see clause b1(3) below.

Rate of exchange of the shekel against the dollar

In 2014 there was a devaluation in the rate of the shekel against the dollar of 12% compared to a revaluation of 7% in 2013. As the Company's payroll expenses are mainly in shekels, these changes had a substantial positive effect on the Company's results of operations.

On the other hand, according to the policy approved by the Market Risks Management Committee of the Board of Directors, the Company hedges the rate of exchange in transactions for a period of up to 12 months. The results of the transactions are recorded to the Company's financing expenses.

According to the Company's accounting policies (see Note 2 n to the consolidated financial statements) open hedging transactions on the date of the Report are revalued according to the rate of exchange on that date, for the whole transaction period. As explained in the Note, part of this revaluation is recorded to a capital reserve and part to the statement of profit and loss.

It should be mentioned that the benefits of the high rates of exchange, for which the change in the value of transactions were recorded to the statement of profit and loss during the year of report, will be expressed in 2015 at the time that the Company's expenses for salaries in dollar terms will be lower

The following table summarizes the effect on the statement of profit and loss in 2014 compared to 2013 (in millions of dollars):

	2014	2013	Difference
Cash flow effect	(0.9)	24.6	(25.5)
Change in fair value	(8.2)	-	(8.2)
Total effect on the statement on the profit and loss	(9.1)	24.6	(33.7)

The negative changes in fair value recorded to the capital reserve, net of tax in 2014, aggregated 5.7 million dollars

For additional information see clause a.3 below

A. THE BOARD OF DIRECTORS EXPLANATION ON THE STATE OF THE CORPORATION'S AFFAIRS

A.1 Analysis of the results of the Company's business operations

A.1.1 Market data

For the year ended December 31:

Passenger and cargo traffic at Ben Gurion Airport

	2014	2013	Change	
	Thousands	Thousands	Thousands	%
Incoming tourism*	2,528	2,580	(52)	(2%)
Departing Israelis*	4,732	4,276	456	11%
Cargo imports – tons **	141.5	136.0	5.5	4%
Cargo exports – tons**	143.4	139.5	3.9	3%

* Source Central Bureau of Statistics

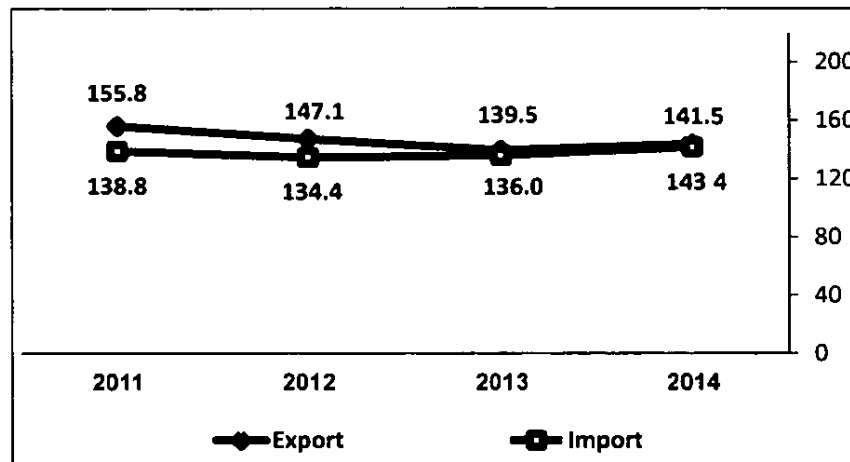
** Not including cargo in transit

Traffic of incoming tourism to Israel and departing residents, in years (thousands)



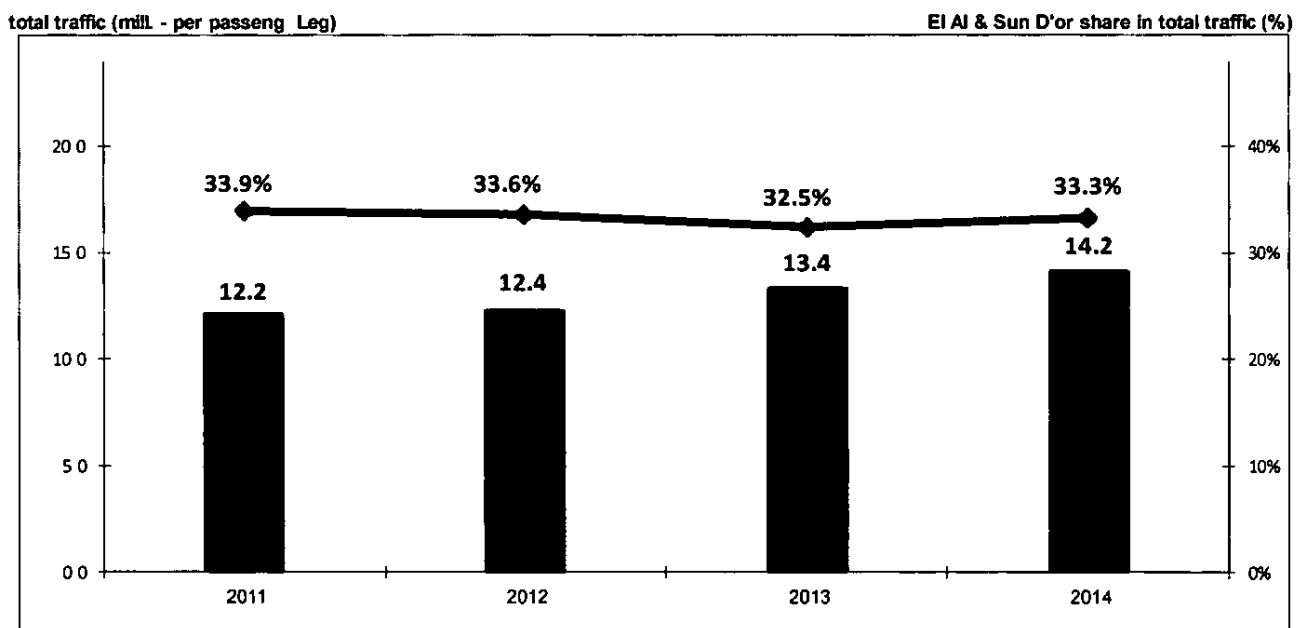
* Source Central Bureau of Statistics

Imports and exports of cargo by air to and from Israel, in years (in thousands of tons)



* Source Civil Aviation Authority

Total traffic at Ben Gurion Airport and El Al and Sun d'Or's shares in years



For the period of three months ended December 31:**Traffic of passengers and cargo at Ben Gurion Airport:**

	<u>2014</u>	<u>2013</u>	<u>Change</u>	
	<u>Thousands</u>		<u>Thousands</u>	<u>%</u>
Incoming tourism*	609	728	(119)	(16%)
Departing Israelis*	1,045	844	201	24%
Cargo imports – tons **	36 4	35 8	0 6	2%
Cargo exports – tons**	38 0	36 5	1 5	4 2%

* Source Central Bureau of Statistics

** Not including cargo in transit

a1.2 The Company's operative data***For the year ended December 31:**

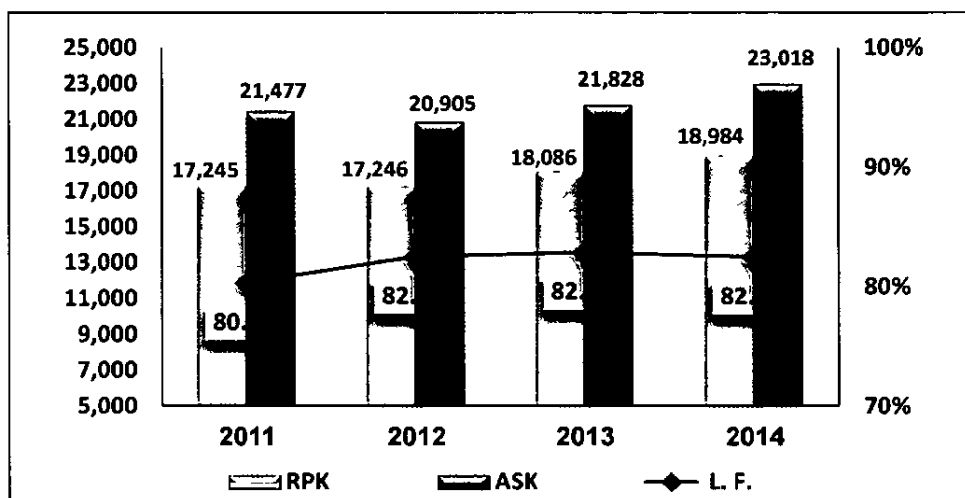
	<u>2014</u>	<u>2013</u>	<u>Change</u>
Passenger leg (scheduled and chartered) - in thousands	4,595	4,418	4 0%
RPK (scheduled) - in millions	18,984	18,086	5 0%
ASK (scheduled) - in millions	23,018	21,828	5 5%
Load factor (scheduled)	82 5%	82 9%	(0 5%)
The Company's market share (scheduled and chartered)	33 3%	32 5%	2 4%
Flown cargo, in thousand tons	91 1	92 8	(1 8%)
Revenue tons kilometers (RTK) - in millions	484 6	477 5	1 5%
Weighted flying hours (inc leased equipment) - in thousands **	159 2	156 3	1 8%
Aircraft in operation - end of period - number of units	40	38	2
Average age of owned fleet at the end of the period - in years	12 7	11 8	0 9

* Operative data relates to international and domestic operations

** Weighted flight hours in terms of Boing 767

Legend*Passenger leg – Flight coupon in one direction**RPK – Revenue Passenger Kilometer – number of paying passengers multiplied by distance flown**ASK – Available Seat Kilometer – number of seats offered for sale multiplied by distance flown**RTK – Revenue Ton Kilometer – weight of paid flown cargo in tons multiplied by distance flown**Passenger Load Factor (occupancy) – flown passenger-km is expressed as a percentage of available seat-km**Weighted value of the aircraft Boeing 767= 1 0, Boeing 747 = 2 0, Boeing 777 = 1 6, Boeing 737 = 0 6**These weighted values were determined based on an estimate of the total expenses of each type of aircraft, and are used consistently to calculate weighted flight hours as an indicator of the volume of aviation activity*

Operative indices (in millions) by years:

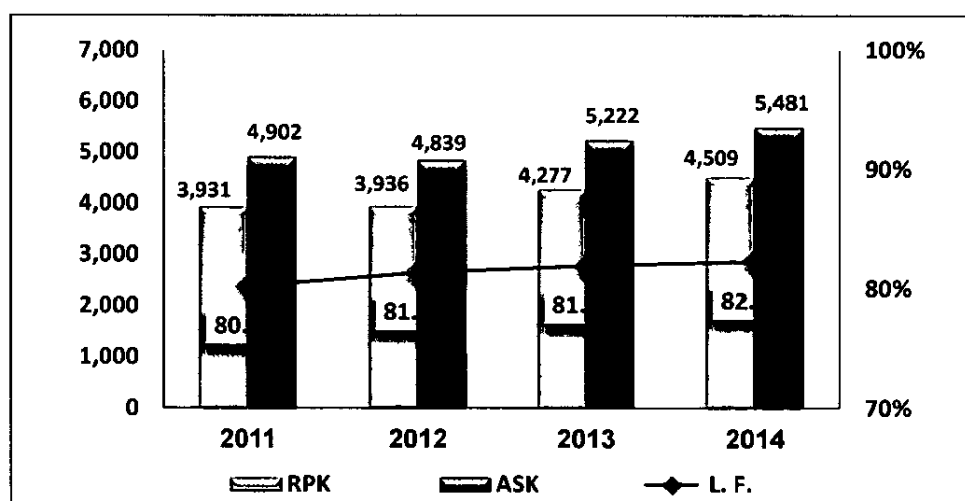


For the period of three months ended December 31:

	2014	2013	Change
Passenger leg (scheduled and chartered) - in thousands	1,076	977	10.1%
RPK (scheduled) - in millions	4,509	4,277	5.4%
ASK (scheduled) - in millions	5,481	5,222	5.0%
Load factor (scheduled)	82.3%	81.9%	0.4%
The Company's market share (scheduled and chartered)	34.2%	32.6%	4.8%
Flown cargo, in thousand tons	23.2	23.9	(2.7%)
Revenue tons kilometers (RTK) - in millions	124.1	123.5	0.5%
Weighted flying hours (including leased equipment) - in thousands **	38.1	37.0	3.1%

** Weighted flight hours in terms of Boeing 767

Operative indices for the period of October-December (in millions)



A2. Statement of income data (consolidated statements)**For the year ended December 31:**

	2014		2013		Change	
	Dollars thousands	% of turnover	Dollars thousands	% of turnover	Dollars thousands	%
Operating revenues	2,081,303	100%	2,103,020	100%	(21,717)	(1 0%)
Operating expenses	(1,790,997)	(86 1%)	(1,752,828) **	(83 3%)	(38,169)	(2 2%)
Gross profit	290,306	13 9%	350,192	16 7%	(59,886)	(17 1%)
Selling expenses	(201,066)	(9 7%)	(204,714) **	(9 7%)	3,648	1 8%
General and administrative expenses	(104,415)	(5 0%)	(105,806) **	(5 0%)	1,391	1 3%
Other income (expenses), net	11,525	0 6%	(6)	0 0%	11,531	
Operating profit (loss)	(3,650)	(0 2%)	39,666	1 9%	(43,316)	
Financing expenses	(36,605)		(25,858)		(10,747)	
Financing income	912		25,106		(24,194)	
Company's share in profits of affiliated companies, net of tax	1,056		298		758	
Profit (loss) before taxes on income	(38,287)		39,212		(77,499)	
Tax benefit (taxes on income)	10,227		(12,545) **		22,772	
Profit (loss) for the year	(28,060)		26,667		(54,727)	

** Immaterial adjustment of the comparative figures – see Note 5 to the financial statements

The main factors affecting business results in 2014 compared to 2013 are:

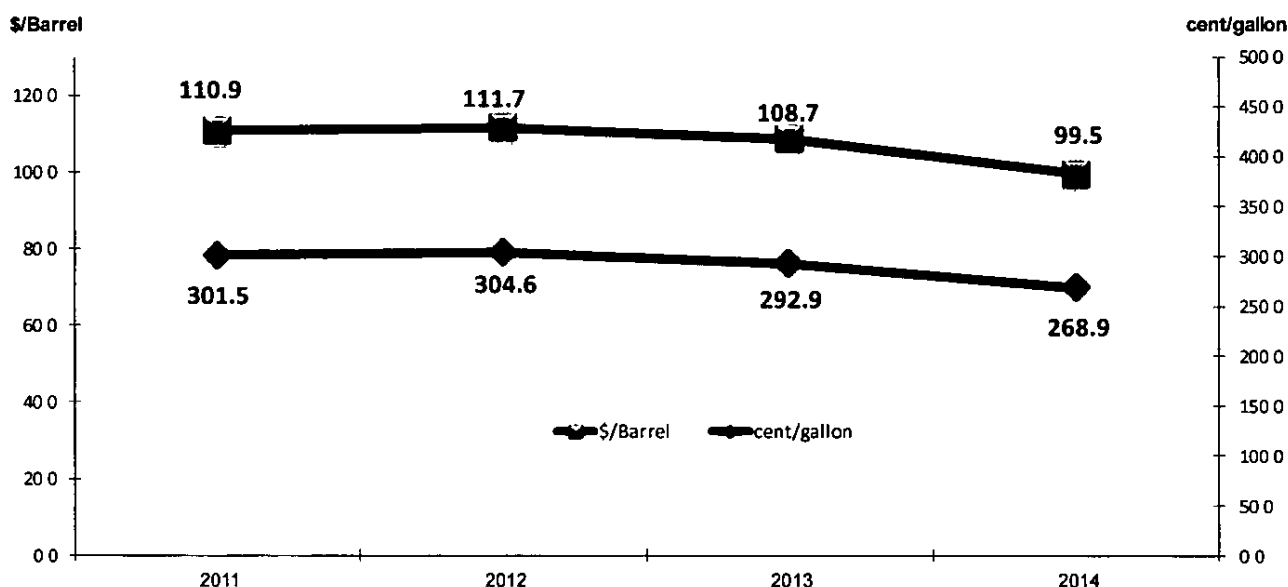
Operating revenues – Revenues from operations declined in 2014 by 1 0% compared to 2013. Revenues from passengers declined by 0 9%, mainly as a result of the decline in the passenger-km yield due to the effect of the operation "Protective Edge" and due to competition, as explained in the main emphases in 2014 above. On the other hand, revenues increased due to the increase in the number of passengers flown which was possible due to the increase of 5 5% in ASK resulting from the addition of aircraft and the frequency of flights. Revenues from cargo transported declined by 1 7% mainly due to a decline in yield per ton kilometer, after setting off an increase in the number of ton kilometers flown. In other revenues there was a decline of 3.4% compared to 2013, mainly as a result of a decline in revenues from providing maintenance services to external factors.

Operating expenses – increased in 2014 by 2 2% compared to 2013, mainly as a result of an increase in expenses for jet fuel, as explained below, and an increase in the fees and air navigation, aircraft and aviation equipment maintenance fees, due to an increase in the weighted flight hours, an increase in depreciation expenses due to additional aircraft.

- The Company's expenses for jet fuel increased by 1 8% compared to 2013. The increase stems from the effect of an increase in operations and the effect of an increase in the effective price of jet fuel (which includes the hedging operations by the Company). As explained above, the price of jet fuel in the market declined in 2014 compared to 2013, but the Company's hedging operations resulted in an increase in the effective price for the Company. The rate of jet fuel expenses to turnover increased from 32 9% in 2013 to 33 8% in 2014. Total hedging payments in

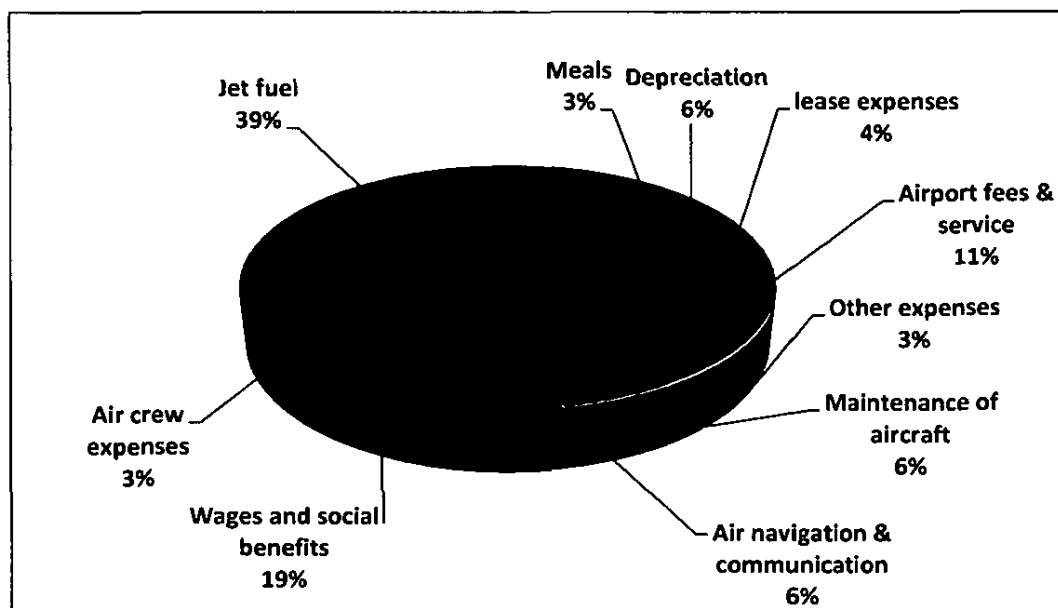
2014 aggregated 21.7 million dollars compared to 6.1 million dollars hedging refunds in 2013. In addition, the Company recorded an expense of 20.9 million dollars as a result of changes in the fair value of the hedging transactions (an expense of 2.2 million dollars in 2013). For additional details regarding the prices of hedging the jet fuel, see clause B1(3) below.

Development of average jet fuel price in the market over years



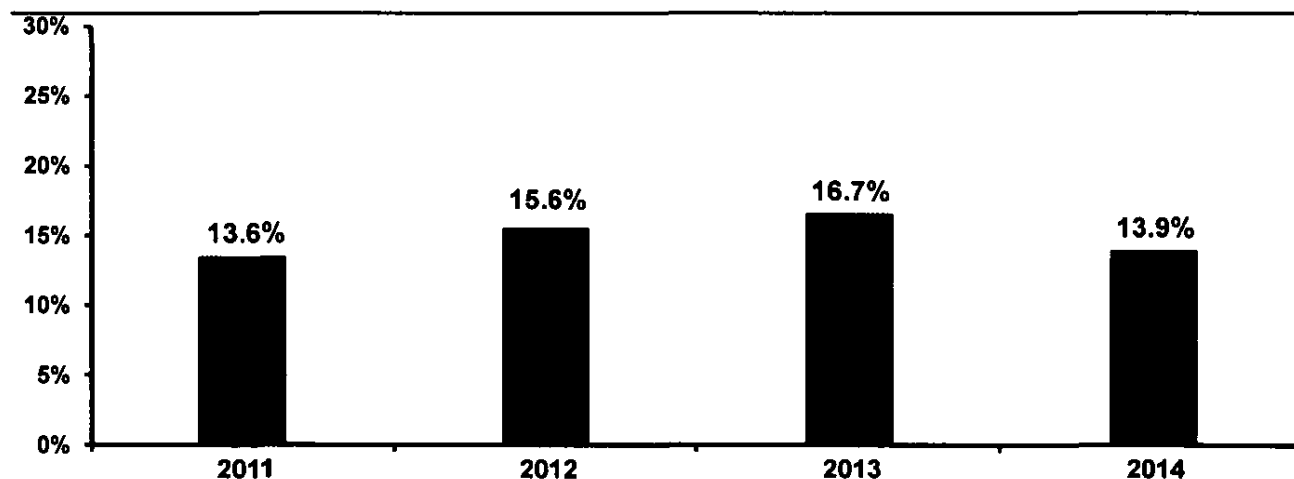
- Operating salary expenses increased during the period of report compared to the equivalent period in the previous year, mainly due to the increase in the Company's operations, after setting off the effect of the devaluation in the rate of the shekel against the dollar on the Company's liabilities for employee benefits, see clause A3 below.
- The Company's security expenses in 2014 recorded a significant decline of 11.3 million dollars, compared to the expenses in 2013, mainly as a result of an increase in the rate of the State's participation in these expenses to a rate of 97.5% of total expense.

Distribution of operating expenses in 2014



The Company's gross profit in 2014 aggregated 290.3 million dollars - a rate of 13.9% to turnover compared to gross profit of 350.2 million dollars or a rate of 16.7% to turnover in 2013.

The gross profit rate in the third quarter



Selling expenses - There was a decline in selling expenses of 1.8% compared to 2013, mainly as a result of a decline in distribution expenses and their percentage to turnover, due to the decline in revenues. The rate of selling expenses to turnover remains unchanged compared to 2013 - 9.7%.

General and administration expenses - There was a decline in general and administration expenses of 1.3% compared to 2013, this mainly as a result of a decline in salary expenses. Its rate to turnover remained unchanged compared to 2013 - 5.0%.

Other income and expenses – In 2014 the Company recorded net other income of 11.5 million dollars mainly as a result of recording capital gains from the sale and lease back 2 engines, and the cancellation of a provision for legal claims (see Note 29e to the consolidated financial statements) In 2013 the Company recorded other expenses, net, of 6 million dollars

Financing – Financing expenses, net in 2014 aggregated 35.7 million dollars compared to financing expenses, net of 0.8 million dollars in 2013. The change was mainly as a result of expenses for exchange rate hedging recorded in 2014, while in 2013 the Company recorded income from exchange rate hedging

Loss before tax – in 2014 aggregated 28.3 million dollars, 1.8% on turnover, compared to income before tax of 39.2 million dollars in 2013, which comprised 1.9% of turnover

Tax benefit – In 2014 the Group recorded a tax benefit of 10.2 million dollars, compared to a tax expense of 12.5 million dollars in 2013, mainly as a result of the loss before tax during the year of report compared to profit before tax in 2013

Loss for the year – Aggregated 28.1 million dollars, 1.3% of turnover, compared to a profit of 26.7 million dollars, which was 1.3% of turnover in 2013

For the period of three months ended December 31:

	2014		2013		Change	
	Dollars thousands	% of turnover	Dollars thousands	% of turnover	Dollars thousands	%
Operating revenues	493,123	100%	499,008	100%	(5,885)	(1.2%)
Operating expenses	(433,289)	(87.9%)	(429,732)	(86.1%)	(3,557)	(0.8%)
Gross profit	59,834	12.1%	69,276	13.9%	(9,442)	(13.6%)
Selling expenses	(48,517)	(9.8%)	(52,837) *	(10.6%)	4,320	8.2%
General and administrative expenses	(22,918)	(4.6%)	(24,736) *	(5.0%)	1,818	7.3%
Other income, net	6,192	1.3%	45	0.0%	6,147	
Operating Loss	(5,409)	(1.1%)	(8,252)	(1.7%)	2,843	34.5%
Financing expenses	(15,084)		(5,928)		(9,156)	
Financing income	306		9,130		(8,824)	
Company share in profits of affiliated companies, net of tax	222		57		165	
Loss before taxes on income	(19,965)		(4,993)		(14,972)	
Tax benefit	5,122		1,328		3,794	
Loss for the period	(14,843)		(3,665)		(11,178)	

* Reclassified

The main factors affecting business results during the period of three months ended December 31, 2104 compared to the equivalent period in the previous year are:

Revenues from operations - Revenues from operations declined during the period of report by 1.2% compared to the equivalent period in the previous year. Revenues from passengers increased during the period of report due to an increase in revenues passengers - kilometers (RPK), but the increase was set-off by the decline in the yield so that there was no significant change in revenues compared to the equivalent period in the previous year. Revenues from transporting cargo declined by 8.2% and this as a result of the decline in the yield per ton-km.

Operating expenses – Increased during the period of report by 0.8% compared to the equivalent period in the previous year, mainly as a result of an increase in operations (passenger legs and flight hours) and the effects described below.

- Payroll expenses from operations declined during the fourth quarter of 2014 compared to the equivalent quarter in the previous year, mainly due to the effect of the devaluation of the rate of the shekel against the dollar at the end of the period on the Company's liabilities for employee benefits, see clause A3 below.
- The Company's expenses for jet fuel increased by 4.3% compared to the equivalent period in the previous year due to changes in the fair value of hedging transactions not recognized as hedging, hedging payments compared to repayments during the equivalent period in the previous year, an increase in operations after setting off the decline in jet fuel prices in the market. The rate to turnover increased from 32.8% to 34.6%. Total hedging payments during the quarter of report aggregated 20.8 million dollars compared to 1.4 million dollars of hedging refunds during the equivalent quarter in the previous year. In addition, the Company recorded an expense of 15.4 million dollars as a result of changes in the fair value of hedging transactions (income of 0.2 million dollars during the equivalent period in the previous year). For additional details regarding hedging the prices of jet fuel, see clause B1 (3) below.

The Company's gross profit in the quarter of report aggregated 59.8 million dollars, comprising a rate of 12.1% to turnover, compared to a gross profit of 69.3 million dollars or a rate of 13.9% to turnover during the equivalent quarter in the previous year.

Selling expenses – There was a decline in selling expenses of 8.2% compared to the equivalent period in the previous year, mainly as a result of a decline in distribution expenses. The rate to turnover declined from 10.6% during the equivalent quarter in the previous year to 9.8% during the period of report.

General and administrative expenses – In the items of general and administrative expenses there was a decline of 7.3% compared to the equivalent quarter in the previous year, this mainly as a result of a decline in payroll expenses, whose rate to turnover declined from 5.0% during the equivalent period in the previous year to 4.6% during the period of report.

Other income and expenses – During the quarter of report the Company recorded other net income of 6.2 million dollars, mainly as a result of the cancellation of a provision for legal expenses (see Note 29e to the consolidated financial statements). In the equivalent period in the previous year the Company recorded other net income of 45 thousand dollars.

Financing – Financing expenses, net in the quarter of report aggregated 14.8 million dollars, compared to financing income, net, of 3.2 million dollars in the equivalent quarter in the previous year. The change was mainly as a result of expenses for hedging the rates of exchange recorded in the quarter of report whereas during the equivalent quarter in the previous year the Company recorded income from hedging rates of exchange.

Loss before tax in the quarter of report aggregated 20.0 million dollars comprising 4.0% of turnover compared to a loss before tax of 5.0 million dollars for the equivalent quarter in the previous year or 1.0% of turnover.

Tax benefit during the quarter of report the Group recorded a tax benefit of 5.1 million dollars, compared to a tax benefit of 1.3 million dollars for the equivalent quarter in the previous year, mainly as a result of an increase in the loss before tax during the period of report compared to the equivalent period in the previous year.

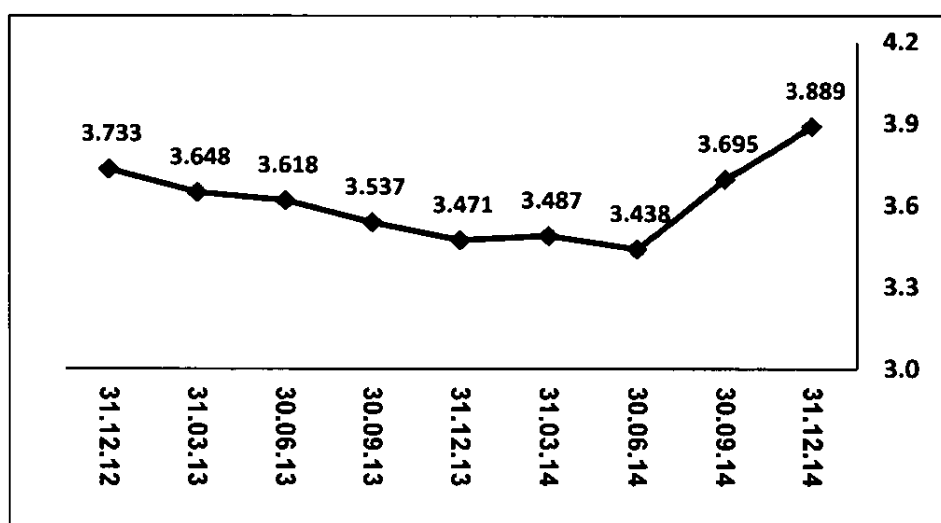
Loss for the period aggregated 14.8 million dollars comprising 3.0% of turnover, compared to a loss of 3.7 million dollars or 0.7% of turnover during the equivalent period in the previous year.

a3. Effect of changes in the rates of exchange on the Company's liabilities for employee benefits

In 2014 there was a devaluation in the rate of exchange of the shekel against the dollar of 12.0% compared to a revaluation of the rate of 7.0% in 2013

During the period of three months ended December 31, 2014 there was a devaluation in the rate of exchange of the shekel against the dollar of 5.3%, compared to a revaluation of 1.9% during the equivalent quarter in the previous year

Rate of exchange of the dollar – shekel:



On December 31, 2014 the Company had a net liability for employee benefits (mainly severance pay, retirement plans, redemption of sick days and leave pay) of 62 million dollars. As most of these liabilities are in shekels, while the Company's functional currency is dollars, the change in the rate of exchange of the shekel against the dollar affects the dollar value of the liability. The change in the rates of exchange is not unidirectional and causes the Company's statements to have income or expenses accordingly. Such income or expenses does not have an effect on cash flows or on the cost of the Company's operations in the short-term. In order to enable a comparison of the Company's business result over time, such income or expenses should be neutralized.

In 2014 income for this component of 5.5 million dollars was recorded, compared to expenses of 4.3 million dollars in 2013.

During the quarter ended December 31, 2014 income for this component of 1.3 million dollars was recorded compared to expenses of 1.1 million dollars during the equivalent quarter in the previous year.

A4. Segmental reporting

The following are data according to operative segments on a consolidated basis

a. General

The Group has adopted IFRS 8, "Operating Segments" (hereinafter "IFRS 8") as from January 1, 2009

According to the provisions of IFRS 8 operating segments are identified on the basis of internal reporting about the Group's components, which are regularly reviewed by the Group's Chief Operations Decision Maker in order to allocate resources and evaluate the performance of the operating segments. The reporting system is sent to the Group's Chief Operations Decision Maker in order to allocate resources and evaluate performance of the operating segments based on the distinction between revenues from passenger aircraft, revenues from cargo aircraft, and revenues from leasing aircraft and other income. As a result, the following are details of the reported operating segments of the Company in accordance with IFRS 8

Segment A – Operation of the passenger aircraft.

Segment B – Operation of the cargo aircraft.

In determining the results of the operating segments reported, a number of components are also included which are not part of the direct expenses connected with operating the flights, such as depreciation on flight equipment, fixed maintenance expenses and fixed expenses of the Company's representatives abroad

b. Analysis of revenues and expenses according to operative segments:

For the year ended December 31, 2014					
	Passenger aircraft	Cargo aircraft	Other	Adjustments	Total consolidated
	Dollars thousand				
Revenues					
Revenues from external customers	1,910,620	69,932*	47,635	53,116	2,081,303
Inter-segmental revenues	-	-	34,529	(34,529)	-
Total segmental revenues	1,910,620	69,932	82,164	18,587	2,081,303
Segmental results	193,261	(742)	40,864		233,383
Non allocated expenses					(237,033)
Operating loss					(3,650)
Financing expenses					(36,605)
Financing income					912
Company's share in profits of affiliated companies, net of tax					1,056
Loss before taxes on income					(38,287)
Tax benefit					10,227
Loss for the year					(28,060)

* Including revenues from cargo and post in the holds of passenger aircraft of 105,280 thousand dollars

For the year ended December 31, 2013

	Passenger aircraft	Cargo aircraft	Other	Adjustments	Total consolidated
	Dollars thousand				
Revenues					
Revenues from external customers	1,920,290 *	70,372	50,575	61,783	2,103,020
Inter-segmental revenues	-	-	46,117	(46,117)	-
Total segmental revenues	1,920,290	70,372	96,692	15,666	2,103,020
Segmental results	224,877	(5,152)	42,478		262,203
Non allocated expenses**					(222,537)**
Operating income					39,666
Financing expenses					(25,858)
Financing income					25,106
Company's share in profits of affiliated companies, net of tax					298
Income before taxes on income					39,212
Tax expenses on income					(12,545) **
Income for the year					26,667

* Including revenues from cargo and post in the holds of the passenger aircraft of 108,351 thousand dollars

** Immaterial adjustment of comparative figures – see Note 5 to the financial statements.

For the year ended December 31, 2012

	Passenger aircraft	Cargo aircraft	Other	Adjustments	Total consolidated
	Dollars \$'s				
Revenues					
Revenues from external customers	1,827,943*	80,431	44,603	62,665	2,015,642
Intersegmental revenues	-	-	48,557	(48,557)	-
Total segmental revenues	1,827,943	80,431	93,160	14,108	2,015,642
Segmental results	187,727	(3,827)	26,825		210,725
Non allocated expenses**					(198,613) **
Operating income					12,112
Financing expenses					(38,413)
Financing income					1,447
Company's share in profits of affiliated companies, net of tax					1,426
Loss before taxes on income					(23,428)
Tax benefit					5,230**
Loss for the year					(18,198)

* Including revenues from cargo and post in the holds of the passenger aircraft of 105,399 thousand dollars

** Immaterial adjustments of comparative figures – see Note 5 to the financial statements

In 2014, revenues from the passenger aircraft segment declined compared to 2013, mainly as a result of the decline in the passenger-km yield after setting off the increase in the number of passengers flown. Revenues in the cargo aircraft segment declined as a result of a decline in the yield per ton-km after setting off the increase in the ton-km quantity flown. In other revenues there was a decline mainly due to a decline in maintenance services provided to outside factors.

The share of the passenger aircraft segment to total revenues in the quarter increased from 91.3% in 2013 to 91.8% in 2014. In the cargo aircraft segment there was an increase of 3.3% in total revenues in 2013 to 3.4% in 2014.

The passenger aircraft segment in 2014 recorded a contribution of 193.3 million dollars (10.1% of turnover) compared to a contribution of 224.9 million dollars (11.7% of turnover) in 2013, and this mainly as a result of a decline in revenues due to the drop in the passenger-km yield, and an increase in operating expenses, mainly as a result of the increase in operations as explained above. In the cargo aircraft segment results there was an improvement and recorded a loss of 742 thousand dollars (1.1% of turnover) compared to a loss of 5.2 million dollars (7.3% of turnover) in 2013 mainly as a result of a decline in fuel expenses (not including changes in the fair value of hedging transactions).

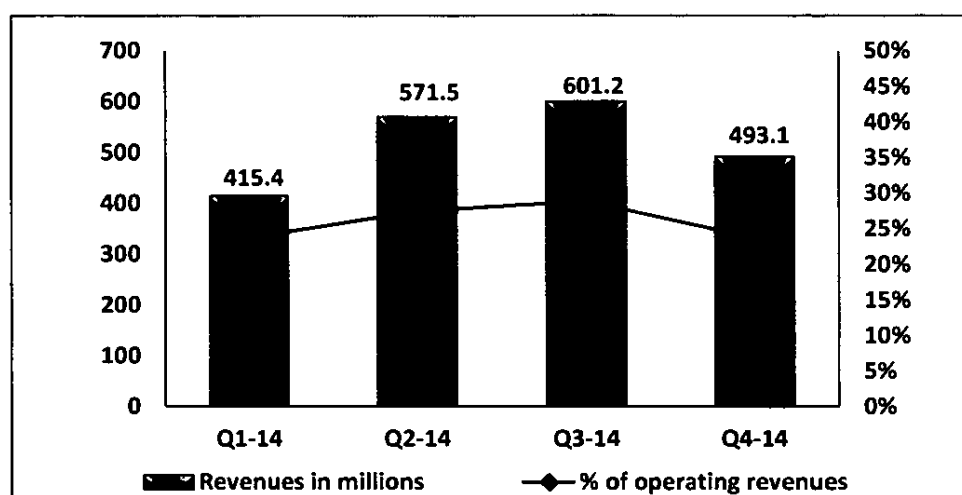
c. Analysis of revenues according to flight destinations:

		North America	Europe	Central Asia and the Far East	Rest of the world	Total
				Dollars thousands		
2014	Segmental revenues	680,399	973,994	342,539	33,536	2,030,468
	Revenues which do not relate to segments					50,835
	Total revenues in the consolidated statement					<u>2,081,303</u>
2013	Segmental revenues	687,020	979,051	339,436	44,983	2,050,490
	Revenues which do not relate to segments					52,530
	Total revenues in the consolidated statement					<u>2,103,020</u>
2012	Segmental revenues	662,761	936,818	322,307	46,599	1,968,485
	Revenues which do not relate to segments					47,157
	Total revenues in the consolidated statement					<u>2,015,642</u>

In 2014 there was decline in revenues to all flight destinations, including "Central Asia and the Far East", this mainly as a result of the decline in yield per passenger-km, after setting off the increase in the number passengers flown.

A5. Seasonal changes

The Group's operations are seasonal and focus on peak periods. Larger traffic of Israeli residents travelling abroad occurs mainly in the summer months and on Jewish Holidays, and a large movement of tourists to Israel occurs in the summer months and prior to Jewish or Christian Holidays or vacations in the source countries.

Distribution of revenues over the quarters and their rate to turnover in 2014 (in million dollars)

It should be emphasized that the revenues in the third and fourth quarter of the year of report were detrimentally affected as a result of the "Protective Edge" Campaign, as mentioned above.

A6. Financial condition (consolidated statements)

	<u>31.12.2014</u>	<u>31.12.2013</u>		<u>31.12.2014</u>	<u>31.12.2013</u>
	<u>Dollars thousands</u>			<u>Dollars thousands</u>	
Current assets	288,420	315,306*	Current liabilities	807,766	722,915**,*
Non-current assets	1,293,200	1,251,970*	Non-current liabilities	662,419	660,862**
Total	<u>1,581,620</u>	<u>1,567,276</u>	Capital	<u>111,435</u>	<u>183,499**</u>
				<u>1,581,620</u>	<u>1,567,276</u>

* Reclassified

** Non-material adjustments of comparative figures – See Note 5 to the financial statements

Main changes in items of assets and liabilities and shareholders' equity as at December 31, 2014 compared to December 31, 2013.

Current assets:

The Company's current assets aggregated 228.4 million dollars on December 31, 2014, a decline of 26.9 million dollars compared to December 31, 2013

The decline stems mainly from a decline in the derivative financial instruments item, as explained below. In addition there was decline in the items of trade receivables and inventory

In the Company's derivative financial instruments (presented in the financial statements in the current liabilities items) there were changes, as explained in current liabilities below

Non-current assets:

Total non-current assets aggregated 1,293.2 million dollars on December 31, 2014, an increase of 41.2 million dollars compared to December 31, 2013, mainly as a result of the acquisition of two 737-900 aircraft and payments on account of an additional four 737-900 aircraft as well as payments for overhauls of engines and the acquisition of spare parts and accessories, after setting off depreciation expenses for the period

Current liabilities:

The Company's total current liabilities aggregated 807.8 million dollars on December 31, 2014, an increase of 84.9 million dollars compared to December 31, 2013, stemming mainly as a result of an increase in the item of derivative financial instruments

Total net change in the fair value of hedging jet fuel, interest and foreign currency presented in items of current assets and current and non-current liabilities showed a decline of 85.2 million dollars compared to the fair value at the end of 2013 (jet fuel hedging – a decline of 70.1 million dollars, interest hedging – an increase of 0.8 million dollars, hedging foreign currency – a decline of 15.9 million dollars) as a result of transactions which expired during the period of report, and from changes in the fair value of transactions which still remain open on the date of the report, due to the decline in the prices of jet fuel and an increase in the rate of exchange during the year. For additional details see clauses B1(3), B1(4), and B1(5) below and Note 7 to the attached financial statements

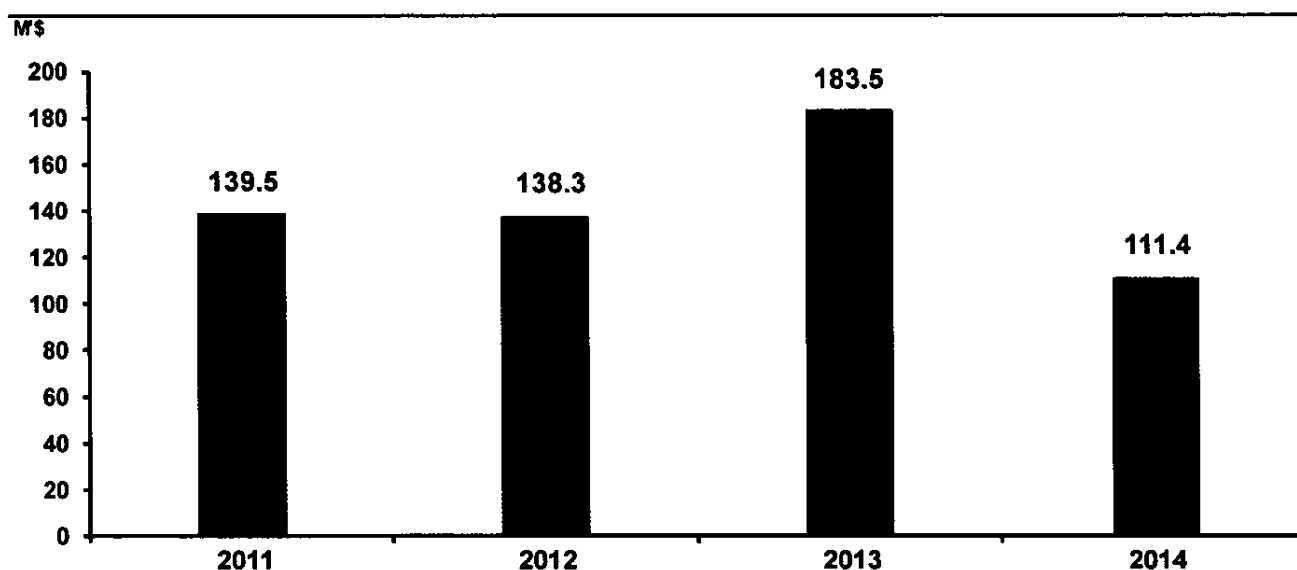
Non-current liabilities:

The Company's total non-current liabilities aggregated 662.4 million dollars on December 31, 2014, an increase of 1.6 million dollars compared to December 31, 2013, resulting mainly from an increase in loans from banks and liabilities for employee benefits, after setting off a decrease in item of deferred tax liabilities, for the loss before tax on 2014 and for hedging transactions expenses recorded to a capital reserve for hedging cash flows

Capital

Total capital on December 31, 2014 aggregated 111.4 million dollars. The decline of 72.1 million dollars compared to December 31, 2013 stems mainly as a result of the loss in 2014 and a decline in the capital reserve for hedging cash flows as a result of the decline in the fair value of the hedging transactions

Development of equity – December 31



Correct as at December 31, 2014, the Group had a working capital deficit of 519.3 million dollars, compared to a deficit of 407.6 million dollars on December 31, 2013. The Company's current ratio on December 31, 2014 aggregated 35.7% compared to 43.6% on December 31, 2013. The deficit in working capital was affected mainly by the increase in liabilities for derivative financial instruments and an increase in trade payables and revenues in advance.

The deficit in working capital includes three significant components which are included in the framework of the Company's current liabilities items and are characterized by current business cycles: Revenues in advance from the sale of airline tickets including port taxes, revenues in advance from the Frequent Flyers Club and liabilities to employees for leave pay. Therefore a significant part of the working capital deficit is not short-term cash flows.

A7. Liquidity and sources of financing

The movements in cash flows during the year ended December 31, 2014 compared to 2013 were:

	2014	2013	Change
	Dollars thousands		
Cash flows from operating activities	158,559	185,242	(26,683)
Cash flows from investing activities	(198,606)	(153,656)	(44,950)
Cash flows from financing activities	8,589	1,744	6,845
Increase (decrease) in cash and cash equivalents	(31,458)	33,330	(64,788)

Operating activities

In 2004 the Group had positive cash flows from operating activities of 158.6 million dollars compared to positive cash flows from operating activities of 185.2 million dollars in 2013. The

decline in current cash flows stem mainly from the loss before tax in 2014 compared to income before tax in 2013, and less the effect of the fair value of hedging transactions not in cash

Investing activities

In 2014 the Company invested 198.6 million dollars, net in investing activities. The investments in fixed assets and intangible assets aggregated 177.0 million dollars (mainly payments for the acquisition of 737-900 aircraft and the acquisition of spare parts and accessories) and a total of 31.6 million dollars were used as an investment in deposits which were collateral for hedging transactions of jet fuel. On the other hand the Company received 8.7 million dollars in consideration for realizing fixed assets, mainly from the sale and re-leasing of two engines.

In 2013 the Company invested 153.7 million dollars, net in investing activities. The investment in fixed assets and intangible assets aggregated 172.3 million dollars. On the other hand the Company received 15.8 million dollars as a consideration from realizing fixed assets and realizing deposits used as collateral for jet fuel hedging transactions of 3.4 million dollars.

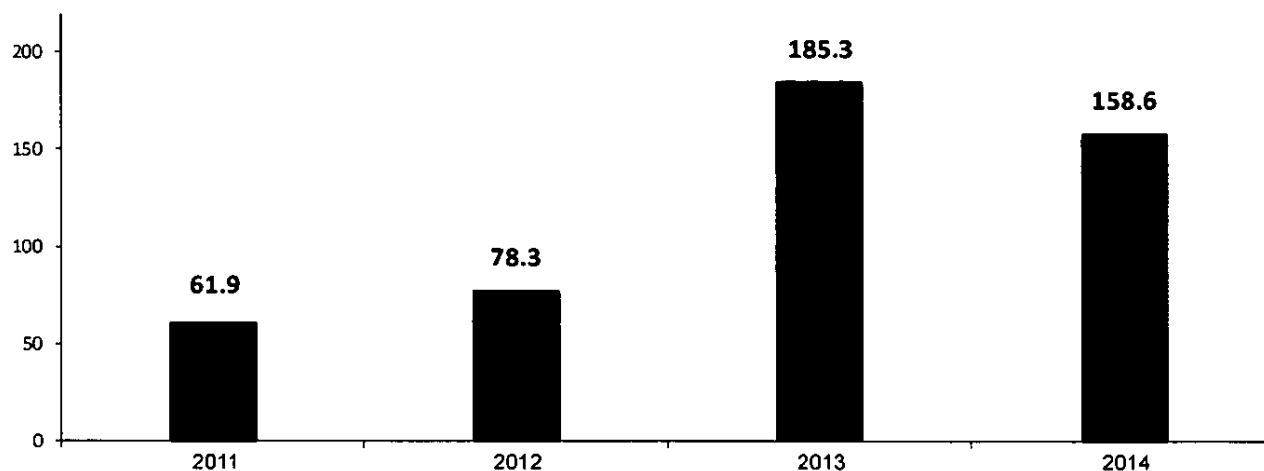
Financing activities

In 2014 the Company had cash flows of 8.6 million dollars, net from financing activities. The Company repaid long-term loans of 143.5 million dollars and on the other hand received long-term loans (less raising expenses) of 139.3 million dollars and short-term credit of 12.8 million dollars.

In 2013 the Company had an amount of 1.7 million dollars, net from financing activities. The Company repaid loans of 131.6 million dollars and short-term credit of 11.5 million dollars, and on the other hand received loans (less raising expenses) of 144.8 million dollars. In total in 2014 there was a decline of 31.5 million dollars in balance of the Group's cash and cash equivalents and they aggregated 54.7 million dollars on December 31, 2014 compared to 86.1 million dollars on December 31, 2013.

Development of cash flows from operating activities for years

MT\$



The Company's significant loans and credit payments:

Further to the Legal Positon No 104-15 of the Securities Authority of October 30, 2011, on the subject of "A Reportable Credit Event", the Company determined that the significant amount in order to detail significant loans is 5% of the Company's total consolidated balance sheet. Regarding a table which details significant loans according to the above criteria, in which there were changes during the period of report, see Appendix A to the Board of Directors Report below.

Regarding additional details relating to the Company's loans and complying with the restrictions of financial covenants, see Note 18 to the financial statements as at December 31, 2014.

B. EXPOSURE TO MARKET RISKS AND THE METHODS OF THEIR MANAGEMENT

b1. Qualitative reporting regarding exposure to market risks and the method of their management

b 1 (1) General – Description of the market risks to which the Company is exposed

The following are details of the market risk to which the Company is exposed

Exposure to changes in the prices of jet fuel – changes in the prices of jet fuel is a central component of the Company's operating expenses, and significantly affect the Company's profitability. In the Company's opinion, at the level of the present operations, every change of one American cent in the price of a gallon of jet fuel over the whole year affects the Company's expenses for fuel by 2.4 million dollars. The Company takes steps to hedge itself to reduce exposure, as detailed in clause B1(3) to the Board of Directors Report below

Exposure to changes in the rates of interest – close to half of the Company's long-term loans is at variable interest. Therefore, an increase in the rate of Libor interest is liable to affect the Company's profitability. At the present level of loans, every increase of 1% in Libor interest for a period of a whole year increases the Company's financing expenses by 3.2 million dollars. The Company takes steps to hedge itself to reduce this exposure, as detailed in clause B1(4) to the Board of Directors Report below

Currency exposure – the Company's main revenues and expenses are in foreign currency (mainly in US dollars) excluding shekel expenses whose main expenses are payrolls and payments to local suppliers. Consequently, a change in the rate of the shekel against the dollar affects the Company's shekel expenses in dollar terms. In the Company's opinion, at the level of present operations, a revaluation in the rate of exchange of the shekel against the dollar of 1% during the whole year, increases the Company's annual expenses by 4.3 million dollars. In addition, the Company has an insignificant exposure to the euro

The Company takes hedging steps to reduce exposure as detailed in clause B1(5) to the Board of Directors Report below.

Exposure in long-term loans – according to the provisions of the loan agreements, the Company is required to meet a minimum ratio between the market value of the aircraft and the balance of the loans which are secured by these aircraft. In addition, the Company is required to meet a number of conditions, in the absence of which it is liable to be required to immediately repay the loans. The Company's exposure to market risks on this subject results from changes which occur in the market value of aircraft in the world. For additional details see Note 14f and Note 20e to the consolidated financial statements

B1 (2) The Company's policy in managing market risks, those responsible for their management, means of supervision and realizing the policy

The Company's Board of Directors is responsible for approving the policy of managing the Company's market risks and supervising implementation of the policy through the Market Risks Management Committee.

The Committee is responsible for defining and updating the Company's policy, control over implementing the policy and providing directives/approvals to the Company's Management to deviate from implementing the policy according to various developments. This Committee reports to Management at least once every month and meets for discussions at least once a quarter.

The Company's CEO, Mr. David Maimon is at the head of the Management's Committee for Managing Market Risks, which includes also the CFO and other relevant professionals. The Management Committee for Managing Market Risks meets for discussions at least once a month.

The Company's CEO is responsible for taking decisions regarding the timing and method of carrying out hedging transactions according to the directives of the Risk Management Committee of the Board of Directors while considering risk factors, commercial activities and recommendations of the professional team. For details about his education, experience and business capabilities see Chapter D of the Periodic Report under Regulation 26a.

The Company moderates the effect of these risks by the use of derivative financial instruments in order to hedge the exposure to the risks. The use of derivative financial instruments is done in accordance with the Company's policy approved by the Board of Directors which sets forth written principles regarding managing currency risk, rate of interest risk, price of jet fuel risk, the use of derivative financial instruments and non-derivative financial instruments and the investment of surplus liquidity. Compliance with the policy and the level of exposure is reviewed by the Risk Management Committee on a current and continuing basis.

The jet fuel hedging policy is hedging the exposure to jet fuel for a period of up to 24 months in advance in such a way that for every period a minimum and maximum rate of hedging to total expected consumption will be determined, in a graded and declining way. Hedging transactions will be carried out on a monthly level, the minimum and maximum rate of hedging at the beginning of the period is 60% and 75% respectively, and the minimum and maximum rate of hedging for the 12th month is 5% and 20% respectively. Choosing the instrument for the level of hedging will be done so that the Company will limit the maximum exposure to existing collateral in cash. Correct as of the date of the Report, the Company is hedged below the minimum level defined in the policy, and this according to the directives and approvals of the Board of Directors Risk Management Committee.

On the date of publishing the Report, the Company is hedged below the minimum level in the second quarter of 2015, and the maximum level in the second half of 2015 and this with the approval of the Committee.

The Company's policy on the subject of hedging interest is Hedging of up to half of the credit portfolio in a range of up to 5 years. Correct as of the date of the Report, the Company is hedged in accordance with its policy.

The Company's policy on the subject of hedging the Company's shekel / dollar rates of exchange, is a hedging of up to 75% of the cash flow exposure in a range of a year according to the decision of

Management. Correct as of the date of the Report, the Company is hedged in accordance with its policy

For details regarding the policy actually adopted, see clauses B1(3), B1(4) and B1(5) to the Board of Directors Report below. For details regarding the effect of changes in the economic environment after the date of the Report, see clause E to the Board of Directors Report below.

B1 (3) Hedging prices of jet fuel

The Company carries out financial hedging transactions against changes in the prices of jet fuel, according to the policy described in clause B1(2) above

Correct as at December 31, 2014 the Company had a number of commitments, in order hedge jet fuel prices at a level estimated at 28% of expected consumption for the coming 12 months. Some of these transactions are recognized in accounting as hedging transactions and others are not recognized. The net fair value of the hedging instruments for jet fuel as at December 31, 2014 is a negative amount of 62.1 million dollars presented in the financial statements in the framework of current liabilities in the item "Derivative financial instruments". During the year of report the Company recorded for these hedging transactions an expense of 42.7 million dollars. For details regarding changes which occurred in the prices of jet fuel after the date of the report, see clause E2 of the Board of Directors Report.

B1 (4) Hedging interest on loans

The Company carried out hedging transactions on its existing exposure in the Company's long-term credit portfolio due to changes in the rates of interest, according to the policy described in clause B1(2) above.

Correct as at December 31, 2014 these transactions are recognized in accounting as hedging transactions. The fair value of the interest hedging instruments as at December 31, 2014 is a negative amount of 0.2 million dollars presented in the financial statements in the framework of current liabilities in the item "Derivative financial instruments". After executing the above hedging correct as at December 31, 2014, about 14.8% of the balance of the loans at variable interest which the Company received is hedged, and this for a range of about one month (up to the end of January 2015), 48.7% of the balance of the loans that the Company received are at unhedged variable interest and about 36.4% of the balance of the loans are at fixed interest for a period of about 12 years, so that correct as of the date of the report, 51.2% of the Company's loans are at fixed interest.

During the year of report the Company recorded an expense for these hedging transaction of 0.9 million dollars.

For details regarding changes in the rates of interest which occurred after the date of the Report, see clause E(3) to the Board of Directors Report below.

B1(5) Hedging rates of exchange

The Company carries out hedging transactions on its existing currency exposure due to changes in the rates of the shekel against the dollar, according to the policy described in clause B1(2) above. Some of these transactions are recognized in accounting as hedging transactions and others are not recognized

During 2014, the Company had a number of financial transactions which were intended to hedge the Company against a decline in the rates of exchange of the dollar against the shekel up to December 2015

The net fair value of the instruments as at December 31, 2014, is a negative amount of 11 0 million dollars presented in the financial statements in the framework of current liabilities in the item "Derivative financial instruments"

During the year of report the Company recorded expenses for hedging transactions on rates of exchange of 9 1 million dollars

For details regarding the changes which occurred in the rates of exchange of shekel-dollar see clause E4 to the Board of Directors Report below

R1(6) Report regarding sensitivity analyses

The following are sensitivity analyses on the fair value of the financial instruments which are sensitive to changes which are possible in the risk factors to which they are exposed.

Sensitivity analyses were prepared regarding the fair value of the financial instruments as at December 31, 2014.

The following is a description of the models to examine sensitivity analyses on the fair value of various financial instruments

- 1 Hedging interest – Hedging transactions of interest that the Company executed were done through financial instruments with Israeli banks. The basic asset for these transactions is Libor interest (London Inter-Bank Offered Rate) for various periods (3 months, 6 months, one year) according to which the repayment of interest on the Company's loans at variable interest is determined (plus a margin)

Interest hedging transactions were done "back to back" with these loans and this in order not to create an additional exposure of timing differences between the dates of expiry of a transaction for actual payment with the existing loans, so that the dates of settling of accounts and the basis of their calculation match repayments of the loans. On the dates of repayment of the loans the amount for settling of accounts for the following period is according to the market interest prevailing two business days previously, and according to the structure of the transaction as determined in advance.

The interest hedging transaction existing at the end of 2014 are transactions to fix future interest (IRS). These transactions are recognized in accounting as hedging transactions.

Calculating the fair value of the interest hedging transactions was done according to forecasted Libor interest. In the interest hedging transaction which were done to fix interest, fair value is determined based on the difference between the forecasted interest and that published periodically by the leading banks in the world to interest stated in the transaction, multiplied by the level of the hedging in every period. In the hedging transactions which include options, fair value is determined based on mathematical formulae for costing options using recognized models.

- 2 Hedging rates of exchange – Rates of exchange hedging transaction that the Company carries out are done through financial instruments with banks in Israel and abroad.

The basic assets for these transactions are the representative rate of exchange of the dollar/shekel determined by the Bank of Israel. Hedging transactions of the rates of exchange of the dollar/shekel were done in order to hedge the cash flows exposure of the shekel as detailed in clause B1(5) above.

The annual level of exposure is NIS 1,700 million. The hedging transactions for this exposure, according to policy, are done monthly where they match the dates of conversion of dollars to shekels in order to pay salaries and local suppliers.

The Company's transactions at the end of 2014 are of the forward and or cylinder types according to which the Company fixes the rate of exchange on a date on which it is required to carry out a conversion of foreign currency. Calculating the fair value of these transactions is determined based on mathematical formulae for costing derivative assets based on recognized models.

- 3 Hedging jet fuel – Jet fuel is the most significant component of the Company's expenses.

Jet fuel hedging transactions that the Company executes is done through trading in financial instruments with financial factors and the leading banks in Israel and worldwide that operate in this market. The basic assets for these transactions are jet fuel and crude oil. The various markets serving as a basis for determining the price of jet fuel that the Company actually pays and mainly jet fuel in the Mediterranean Basin – Jet Aviation FOB Med. In addition to this market, the Company purchases jet fuel according its price in additional markets, the main ones being West, US Gulf Coast, Singapore, EuropeNorth.

Jet fuel is an essential raw material for the Company for its operations – the Company is obligated to purchase the raw material in order to fly the aircraft, there is no alternative or ability to maneuver between the cost of this or that raw material and other raw materials. The price of jet fuel fluctuates considerably.

The price of jet fuel in the market is determined according to a number of parameters, including:

Price of crude oil, including markets expectations and supply and demand. The supply of oil and its products is restricted by physical and infrastructure factors (oil reserves, production infrastructures, refining, storage, transport, etc.) and by geopolitical and cartel affecting factors of the large oil producers (the OPEC) countries.

Fluctuations in price – Due to the linkage between the limited supply and demand, every change, or expectation for change, one of these factors results in considerable fluctuations in

the price (such as a level of economic activities and global growth, wars and terror events, strikes and breakdowns at the large refineries in the world, international relations etc)

Seasonal demand – For the various refined oil products including jet fuel (in winter there is a large demand for oil for heating and in summer there is a large demand for gasoline for cars. In addition the cost of transport varies according to the seasonal risks in marine transport)

Cost of production and infrastructure limitations – The prices of refining vary according to the various constraints in the fuel refining branch, refining infrastructures, storage and transport of oil and its products are limited. The cost of development is very high and expansions take many years (establishment of a refinery takes 5 – 7 years). In addition, the future prices of oil and its products (including jet fuel) are significantly affected also by the strength of the financial demand of institutional investment bodies and speculators which include these products in their investment portfolios

The ability to forecast by the investment houses and the various analysts represents, at best, the present immediate evaluation of the macroeconomic effects occurring at the time of preparing the estimate. Moreover, these evaluations are calculated according to various economic analyses of the analyst and the investment house. Also the structure of the forward curves does not prophesize and represent at the most, the expectations and the level of risk prevailing in the markets

According to the structure of the Company's hedging transaction, the actual date of settling accounts with the financial body with whom the hedging transactions were made (the date of expiry of the transaction) is done after calculating the fixed price in advance of the transaction (strike) with the average monthly price of the basic asset (Asiatic options published by Platts Corporation a division of McGraw-Hill Companies, which is the qualified and leading international factor in providing information services on the energy market) and is an acceptable point of relationship in the field of trading oil and its derivatives. Payment or receipt for the transactions are done according to the structure of the transaction as determined in advance

The financial instruments in which the Company trades (mainly options on jet fuel) are traded "over the counter" between the Company and the financial bodies with who the transaction was made and are not contracts traded directly on various exchanges

The future price of jet fuel as traded in these instruments is built on three main components. The price of crude oil, the margin of basic refining (GasOil Crack) and margin between it and between the Jet fuel (Jet Differential)

Each of these three components is actually traded separately (whether with financial institutions or various brokers) and is costed separately. The costing of each of the components is affected by various factors, including, the present price, the period, fluctuations in price, supply and demand, seasonality, cost of storage, transport, etc. and affect differently the changes in the total price of the jet fuel.

This costing is done by every financial factor in a different way according to models and algorithms that they developed (based on models such as Black and Scholes, Monte Carlo and others), and with the investments portfolio of that factor

In this report we rely calculations on fair value carried out by various financial factors with whom the transactions were made and transferred to the Company. Calculations of these values are validated also by reasonability examinations which the Company carries out through the models and evaluations at its disposal.

The following is an analysis of sensitivity of fair value of the financial instruments sensitive to changes which are possible in the risk factors to which they are exposed. The analyses are given regarding the fair value of the financial instruments as at December 31, 2014.

The following are the tables of sensitivity analyses to instruments sensitive to changes in the market factors:

a) Sensitivity to changes in the rates of exchange of the shekel/dollar – in dollars thousands

	Profit (loss) from the changes		Fair value	Profit (loss) from the changes	
	Increase by 10%	Increase by 5%		Decrease by 5%	Decrease by 10%
	4.278	4.083	3.889	3.695	3.500
	NIS / dollars				
Cash and cash equivalents	(3,539)	(1,854)	38,931	2,049	4,326
Earmarked cash	(18)	(9)	195	10	22
Short-term deposits	(762)	(399)	8,382	441	931
Pledged deposits	(152)	(80)	1,671	88	186
Trade receivables	(323)	(169)	3,550	187	394
Other accounts receivable	(1,142)	(598)	12,560	661	1,396
Long-term deposits with banks	(91)	(48)	1,002	53	111
Total financial assets	(6,027)	(3,157)	66,291	3,489	7,366
Short-term credit and current maturities	238	125	(2,623)	(138)	(291)
Trade payables	3,037	1,591	(33,405)	(1,758)	(3,712)
Other accounts payable – current	90	47	(990)	(52)	(110)
Derivative financial instruments	1,004	526	(11,044)	(581)	(1,227)
Loans from banks and others	7	4	(80)	(4)	(9)
Other accounts payable – non-current	403	211	(4,437)	(234)	(493)
Total financial liabilities	4,779	2,504	(52,579)	(2,767)	(5,842)
Exposure in the linkage balance sheet due to a surplus of financial liabilities over financial assets	(1,248)	(653)	13,712	722	1,524

b) Sensitivity to hedging the rate of exchange shekel/dollar

	Loss from changes		Fair value	Profit from changes	
	Increase by 10%	Increase by 5%		Decrease by 5%	Decrease by 10%
	In rate of exchange	In rate of exchange		In rate of exchange	In rate of exchange
	4.278	4.083		3.695	3.500
			NIS/\$		
			NIS / dollars		
Forward transactions intended for hedging	(3,521)	1,844	(2,912)	2,038	4,303
Transactions not recognized as hedging	(10,889)	(5,448)	(8,131)	5,381	11,289
Total hedging transactions of the rate of exchange	(14,419)	(7,292)	(11,043)	7,419	15,592

c) Sensitivity to changes in the rate of exchange of the eur/dollar – in thousands of dollars

	Profit (loss) from changes		Fair value	Profit (loss) from changes	
	Increase by 10%	Increase by 5%		Decrease by 5%	Decrease by 10%
	0.905	0.864		0.782	0.741
			Euro / dollar		
Cash and cash equivalents	(455)	(238)	5,006	263	556
Trade receivables	(892)	(467)	9,814	517	1,090
Other accounts receivable	(208)	(109)	2,290	121	254
Total financial assets	(1,555)	(814)	17,110	901	1,900
Trade payables	2,015	1,056	(22,167)	(1,167)	(2,463)
Other accounts payable	12	6	(132)	(7)	(15)
Total financial liabilities	2,027	1,062	(22,299)	(1,714)	(2,478)
Exposure in the linkage balance sheets due to a surplus of financial assets over financial liabilities	472	248	(5,189)	(273)	(578)

d) **Sensitivity to changes in the prices of jet fuel on inventory (dollar/gallon) – in thousands of dollars**

	Profit from changes			Loss from changes	
	Increase by 10%	Increase by 5%	Fair value	Decrease by 5%	Decrease by 10%
	1.755	1.675	1.595*	1.515	1.436
	\$ / gallon				
Inventory of jet fuel	578	289	5,778	(289)	(578)

* Prices of jet fuel on a moving weighted average for the period ended December 31, 2014

e) **Sensitivity to hedging jet fuel to changes in the prices of jet fuel – in thousands of dollars**

According to the principles of the model, a grouping of the jet fuel hedging instruments was made, which respond similarly to market factors, as no significant loss of information was caused which requires the need to understand the Company's exposure to market risks, as a result of the grouping. On January 5, 2009 there was a change of 14% in the prices of jet fuel, and therefore the following sensitivity analysis includes a change of 15% in the prices of jet fuel

	Profit from changes			Fair value	Loss from changes		
	Increase by 15%	Increase by 10%	Increase by 5%		Decrease by 5%	Decrease by 10%	Decrease by 15%
	1.875	1.793	1.712		1.630*	1.549	1.467
				\$ / gallon			
SWAP transactions recognized as hedging	11,283	7,523	3,761	(42,144)	(3,761)	(7,523)	(11,283)
Transactions not recognized as hedging	4,286	2,894	1,463	(19,930)	(1,492)	(3,008)	(4,543)
Total jet fuel hedging transactions	15,569	10,417	5,224	(62,074)	(5,253)	(10,531)	(15,826)

* The price of jet fuel in the Mediterranean Basin on December 31, 2014, according to which the fair value of the transactions of the Company's jet fuel hedging was calculated

f) **Sensitivity to hedging interest for changes in the rates of interest in the market – in thousands of dollars**

On December 16, 2008 there was a change of 75% in the monetary dollar interest, therefore the following sensitivity analysis includes also a change of 75% in the rates of interest

	Profit from changes			Fair value*	Loss from changes		
	Increase by 75%	Increase by 10%	Increase by 5%		Decrease by 5%	Decrease by 10%	Decrease by 75%
IRS transactions intended for hedging	53	7	4	(216)	(4)	(7)	(54)

* Fair value is calculated according to the Libor interest in the market on December 31, 2014.

Libor for 3 months – 0.23%

B2. Linkage basis statement

The following is the basic linkage statement on a consolidated basis as at December 31, 2014:

	US dollar or linked to it	Israeli currency NIS	Euro or linked to it	Another foreign currency or linked to it	Non- monetary items	Total
	Thousands of dollars					
Current assets						
Cash and cash equivalents	7,225	38,931	5,006	3,519	-	54,681
Earmarked cash	-	195	-	-	-	195
Short-term deposits	-	8,382	-	-	-	8,382
Pledged deposits	37,940	1,671	-	-	-	39,611
Trade receivables	97,068	3,550	9,814	8,288	-	118,720
Other accounts receivable	1,572	12,560	2,290	3,361	-	19,783
Prepaid expenses	-	-	-	-	20,465	20,465
Inventory	-	-	-	-	20,583	20,583
Non-current assets						
Long-term deposits with banks	-	1,002	-	-	-	1,002
Investments handled by the equity method	-	-	-	-	17,123	17,123
Investments in another company	1,190	-	-	-	-	1,190
Fixed assets, net	-	-	-	-	1,188,102	1,188,102
Intangible assets, net	-	-	-	-	9,296	9,296
Prepaid expenses	-	-	-	-	9,335	9,335
Assets for employee benefits	-	67,152	-	-	-	67,152
Total assets	<u>144,995</u>	<u>133,443</u>	<u>17,110</u>	<u>15,168</u>	<u>1,270,904</u>	<u>1,581,620</u>

The following is the basic linkage statement on a consolidated basis as at December 31, 2014 (contd.)

	US dollar or linked to it	Israeli currency NIS	Euro or linked to it	Another foreign currency or linked to it	Non- monetary items	Total
	Thousands of dollars					
Current liabilities						
Short-term credit and current maturities	(152,025)	(2,623)	-	-	-	(154,648)
Trade payables	(82,688)	(33,405)	(22,167)	(7,640)	-	(145,900)
Other accounts payable	(61,405)	(990)	(132)	(1,533)	-	(64,060)
Provisions	(1,743)	(8,356)	-	-	-	(10,099)
Derivative financial instruments	(62,289)	(11,044)	-	-	-	(73,333)
Liabilities for employee benefits	(3,800)	(88,654)	(1,557)	(1,553)	-	(95,564)
Revenues in advance	-	-	-	-	(264,162)	(264,162)
Non-current liabilities						
Loans from banks and others	(498,782)	(80)	-	-	-	(498,862)
Liabilities for employee benefits	(23,729)	(48,839)	(669)	(7,778)	-	(81,015)
Other accounts payable	(2,260)	(4,437)	-	-	-	(6,697)
Deferred taxes	-	-	-	-	(14,704)	(14,704)
Revenues in advance	-	-	-	-	(61,141)	(61,141)
Capital	-	-	-	-	(111,435)	(111,435)
Total liabilities and shareholders' equity	<u>(888,721)</u>	<u>(198,428)</u>	<u>(24,525)</u>	<u>(18,504)</u>	<u>(451,442)</u>	<u>(1,581,620)</u>
Surplus of assets over liabilities (surplus of the liabilities over assets)	<u>(743,726)</u>	<u>(64,985)</u>	<u>(7,415)</u>	<u>(3,336)</u>	<u>819,462</u>	<u>-</u>

The following is the basic linkage statement on a consolidated basis as at December 31, 2013:

	US dollar or linked to it	Israeli currency NIS	Euro or linked to it	Another foreign currency or linked to it	Non- monetary items	Total
	Thousands of dollars					
Current assets						
Cash and cash equivalents	47,875	29,344	4,566	4,355	-	86,140
Earmarked cash	-	811	-	-	-	811
Short-term deposits	-	9,341	-	-	-	9,341
Pledged deposits	8,050	-	-	-	-	8,050
Trade receivables	81,412	2,038	22,847	18,847	-	125,144
Other accounts receivable	7,648	11,151	1,828	1,517	-	22,144
Derivative financial instruments	8,055	4,834	-	-	-	12,889
Prepaid expenses	-	-	-	-	26,989	26,989
Inventory	-	-	-	-	23,798	23,798
Non-current assets						
Long-term deposits with banks	-	1,422	-	-	-	1,422
Investments handled by the equity method	-	-	-	-	17,660	17,660
Investments in another company	1,228	-	-	-	-	1,228
Fixed assets, net	-	-	-	-	1,150,831	1,150,831
Intangible assets, net	-	-	-	-	8,641	8,641
Prepaid expenses	-	-	-	-	9,644	9,644
Assets for employee benefits	-	62,544	-	-	-	62,544
Total assets	<u>154,268</u>	<u>121,485</u>	<u>29,241</u>	<u>24,719</u>	<u>1,237,563</u>	<u>1,567,276</u>

The following is the basic linkage statement on a consolidated basis as at December 31, 2013
(contd.)

	US dollars or linked to it	Israeli currency NIS	Euro or linked to it	Another foreign currency or linked to it	Non- monetary items	Total
	Thousands of dollars					
Current liabilities						
Short-term credit and current maturities	(159,866)	(5,025)	-	-	-	(164,891)
Trade payables	(60,860)	(36,316)	(21,417)	(7,715)	-	(126,308)
Other accounts payable	(45,668)	(6,473)	(134)	(1,840)	-	(54,115)
Provisions	(831)	(16,174)	-	-	-	(17,005)
Derivative financial instruments	(165)	-	-	-	-	(165)
Liabilities for employee benefits	(8,923)	(92,969)	(1,534)	(1,195)	-	(104,621)
Revenues in advance	-	-	-	-	(255,810)	(255,810)
Non-current liabilities						
Loans from banks and others	(472,807)	(3,104)	-	-	-	(475,911)
Liabilities for employee benefits	(13,152)	(56,437)	(785)	(6,886)	-	(77,260)
Derivative financial instruments	(826)	-	-	-	-	(826)
Other accounts payable	(4,271)	(4,437)	-	-	-	(8,708)
Deferred taxes	-	-	-	-	(40,084)	(40,084)
Revenues in advance	-	-	-	-	(58,073)	(58,073)
Capital	-	-	-	-	(183,499)	(183,499)
Total liabilities and shareholders' equity	<u>(767,369)</u>	<u>(220,935)</u>	<u>(23,870)</u>	<u>(17,636)</u>	<u>(537,466)</u>	<u>(1,567,276)</u>
Surplus of assets over liabilities (surplus of the liabilities over assets)	<u>(613,101)</u>	<u>(99,450)</u>	<u>5,371</u>	<u>7,083</u>	<u>700,097</u>	<u>-</u>

C. ASPECTS OF CORPORATE GOVERNANCE:

C1. Donations and assistance to the community

El Al relates considerable importance to giving donations and assistance to those in need and to the community. In the framework of its activities, in 2014 the Company donated money and in kind for an amount of 690 thousand dollars.

During 2014 El Al continued its long-standing tradition of doing things for the community and even increased this during and after the "Protective Edge" Campaign. In addition, during 2014 El Al published its corporate responsibility report for the years 2012 and 2013.

Its activities continued mainly to focus on the following subjects:

- 1 Voluntary activities of El Al personnel for various communities, including Holocaust survivors in difficulties, children at risk, children requiring special education, handicapped and ill people, and in addition, the volunteering of El Al personnel in educational projects such as young teachers and initiators.
- 2 In addition, there are voluntary activities by El Al air crew abroad, pilots, stewards and stewardesses, while being abroad and this in the framework of the Ambassadors Project, which is a great success, in cooperation with the Ministry of Foreign Affairs, the Jewish Agency and the Stand with Us Organization.
- 3 Support, financial or in kind for the community
 - a By El Al's management, in the framework of the Donations Committee, the Company donates amounts of money and in addition assistance in kind, such as dozens of hot meals a day, free airline tickets and transporting special cargo, gratis.
 - b In addition, the Company contributed to societies which assist handicapped people (Akim, Etgarim, Pitahon Lev, Larger than Life Society, the Youth Diabetes Society in Israel). El Al adopts the soldiers of unit 202 in the IDF in the framework of the "Adopt a Soldier" campaign. In the framework of the Globaly Club El Al transfer points in order to purchase airline tickets for the "Make a Wish Society in order to realize the wishes of children with cancer, the Soldiers Welfare Association in order to assist single soldiers to visit their families abroad, and the Taglit project in order to bring young Jews to Israel.
 - c By employees themselves – with money or in kind, (domestic electric products, clothes, books, games, etc.) to kindergartens for special education, to clubs for children at risk, and more.
 - d During the year of report the Company contributed airline tickets to bring the parents of single soldiers who fought in the "Protective Edge" Campaign to Israel and flew children from the confrontation area for revitalization vacations abroad in cooperation with the Jewish communities that hosted them.

C2. Directors with accounting and financial expertise

Members of the Board of Directors that the Board of Directors sees as having accounting and financial expertise during the year of report, after evaluating their education, experience, abilities and knowledge of members of the Board of Directors in business accounting subjects and financial statements are Prof Yehoshua (Shuki) Shemer, Mr Pinchas Ginsberg, Ms. Ruth Dahan (Portnoy), Mr Nadav Palti, Mr Yair Rabinowitz. For details see Regulation 26 in Part D (Additional Details about the Corporation) in the Periodic Report. It should be mentioned that as from March 6, 2014, Mr Nadav Palti no longer serves as a Director on the Company's Board of Directors, and as from December 2, 2014 Mr Yair Rabinowitz does not serve as an External Director on the Company's Board of Directors. It should be mentioned that after the date of the financial statements, on February 18, 2015, Mr Eyal Haimovsky started serving as an External Director on the Company's Board of Directors and he is thought by the Board of Directors as having accounting and financial expertise. For additional information regarding the experience and knowledge of these Directors, see Regulation 26 in Part D to this Periodic Report.

The Company's Board of Directors stipulated that the minimum number of Directors with accounting and financial expertise suitable for the Company is a third of the number of Directors serving at any time on the Company's Board of Directors, and this considering the nature and accounting control topics which arise in the preparation of the Company's financial statements, in view of the fields of operations and size and complexity of the Company, and considering the composition of the Company's Board of Directors in general, which includes Directors with business management and professional experience.

During the Period of Report the number of Directors with accounting and financial expertise was not lower than the minimum number.

C3. Disclosure regarding Independent Directors

The Company did not adopt in its Regulations a provision regarding the rate of Independent Directors, in accordance with Section 219(a) of the Companies Law – 1999. On the date of approval of the financial statements the number of independent Directors, as defined by the Company, stood at 3 out of 9.

C4. Disclosure regarding the reporting Corporation's Internal Auditor

1. Details of the Internal Auditor and his meeting the conditions

1.1 **Name of the Auditor** Gil Ber

1.2 **Start of service:** June 1, 2009

1.3 **Qualifications and position** A Certified Public Accountant, a graduate in Accounting and Business Administration and Master of Public Business Administration and Internal Auditing, (cum laude). Holds a CIA certificate, (Certified Internal Auditor – USA) (CRISC qualified in risks and controls of information systems). Has 18 years of experience in internal auditing, auditing of financial statements, management of risks and

consulting. Until his appointment, Mr. Ber was a partner in the firm Kost Forer Gabbay Kasierer - Ernst & Young, and was responsible for the field of internal auditing and managing risks. In this context he served as the internal auditor of various companies and organizations. In addition, he serves as a regular lecturer in the academic track in the Management College on subjects of budgeting and control, in the Ono Academic Campus in the field of internal auditing and is a member of the Audit Committee in Ilan.

The Internal Auditor meets all the necessary requirements set forth in Section 3a of the Internal Auditing Law – 1992

The Internal Auditor meets the requirements of Section 146 (b) of the Companies Law – 1999 and the provisions of Section 8 of the Internal Auditing Law – 1992

- 1 4 During the year of report the Internal Auditor did not hold any securities in the Company or holdings in any other body connected to it
- 1 5 As from the date of his appointment the Internal Auditor does not and did not have any business contacts with the audited corporation, or with anybody connected to it, excluding being the internal auditor of the Company's subsidiaries
- 1 6 The Internal Auditor is employed in the Company as a fulltime Company employee.

2. Method of appointment of the internal auditor

- 2 1 The Internal Auditor's appointment was approved by the Audit Committee at its meeting of April 21, 2009 by the Company's Board of Directors on April 30, 2009 and after considering the qualifications, abilities and experience of the internal auditor and risk management in corporations of considerable size.
- 2 2 The Internal Auditor has obligations and was given the authority according to the procedures of internal auditing of the Company, whose instructions are based on the State of Israel's laws. In this framework the Internal Auditor is required to propose a work plan to carry it out according to the internal auditing plan and to distribute in writing reports which include findings, conclusions and recommendations

3. The identity of the person to whom the Internal Auditor reports

The Internal Auditor reports to the Company's Chairman of the Board of Directors and to the Company's CEO, in accordance with the provisions of the Company's Articles

4. Work plan

- 4 1 The Internal Auditor's work plan is annual.
- 4 2 The Internal Auditor's work plan is determined on the basis of the following considerations
 - 4 2 1 The risk inherent in the subject on the Company's operations and profitability
 - 4 2 2 The effect of the subject on the security and safety of passengers, employees and the aircraft. The Company's profitability, passenger service and regulations

- 4 2.3 The existence of suitable controls, applicable and efficient in the field audited
- 4 2 4 Proposals of Vice Presidents and heads of branches.
- 4.2 5 Findings of previous audits and the rate of implementation of the recommendations submitted
- 4 2.6 The need to follow up whether the process of proper control is maintained.
- 4.3 The Chairman of the Company's Board of Directors and the members of the Audit Committee and the Company's CEO are involved in deciding in the work plan.
- 4 4 The proposed work plan is received each year by the Chairman of the Board of Directors, members of the Audit Committee of the Board of Directors and the Company's CEO All approve the proposal in accordance with Section 149 of the Companies Law – 1999.
- 4.5 The work plan permits the Internal Auditor to deviate from the plan at his discretion
- 4 6 The Internal Auditor is present at discussions of the Board of Directors at which significant transactions are approved.

5. Audit abroad of investee Corporations

The Company's auditor serves as internal auditor of all the Company's operating subsidiaries and therefore his work plan takes into account these companies The Internal Auditor's work plan includes also examining the Company's operations abroad

6. Handling complaints in connection with effects in the management of the Company's business

The Company's auditor is appointed to coordinate and present to the Audit Committee the method of handling complaints of the Company's employees in connection with defects in managing its business In this framework a regular mechanism was established in the Company to handle these subjects The subject is examined and audited on a current basis

7. Level of the employment

- 7.1 The Internal Auditor is employed by the Company in a full time position and 7 employees work under him in full and part-time positions
- 7 2 In 2014, 15,375 work hours were invested in internal auditing in the Company and in subsidiaries in Israel and abroad, as detailed below

The level of employment was determined in accordance with the audit work plan which was determined according to the level and complexity of the Company's various operations

Work hours relating to the Company's operations in Israel	Work hours relating to the Company's operations abroad*	Work hours relating to investee corporations**	Total
10,435	3,840	1,100	15,375

* About 70% of the work hours relating to the Company's operations abroad were carried out in Israel

** Audits were made on 3 subsidiaries (including a subsidiary held abroad)

8. Performance of the audit

- 8 1 The Internal Auditor in the Company carries out his work in accordance with the Companies Law – 1999, in accordance with the Internal Auditing Law – 1992 and in accordance with the generally accepted professional standards.
- 8 2 The Chairman of the Board and the Chairman of the Audit Committee have monthly discussions with the Internal Auditor about his work and about the professional standards according to which the Auditor works.
- 8 3 The Audit Committee holds meetings at which it discusses the work of the Internal Auditor and auditing standards
- 8 4 The proposed annual audit program has not yet been approved, and the Chairman of the Board and the Chairman of the Audit Committee with the Internal Auditor, discuss the standards according to which the proposed work plan was formulated, and afterwards the Audit Committee discusses the proposed annual work plan and standards according to which the proposal was prepared, and approves it
- 8 5 In addition, during the year of report a discussion took place in the Audit Committee in the presence of the Internal Auditor and without the presence of officers in the Company, who are not members of the Committee, to examine the existence of defects in the Corporation's business management

9. Access to information

The Internal Auditor has free, continuous and independent access to every document and information at the disposal of the Company and its subsidiaries in Israel and abroad, or at the disposal of one of its employees, and access to all regular computerized data bases and to all automatic data processing systems in the Company, including financial data, as mentioned in Clause 9 of Internal Auditing Law – 1992

10. The report of the internal auditor

- 10 1 The Internal Auditor's report is submitted in writing.
- 10 2 In 2014 the Internal Auditor produced 34 internal auditing reports. The auditing reports are submitted to the Chairman of the Board of Directors, to members of the Audit Committee of the Board of Directors and to the Company's CEO

10 3 In 2014 the Audit Committee held 14 meetings to discuss the Internal Auditor's reports on the following dates January 1, 2014, January 20, 2014, January 26, 2014, February 17, 2014, March 12, 2014, April 28, 2014, June 18, 2014, July 16, 2014, July 22, 2014, August 10, 2014, September 15, 2014, October 27, 2014, November 20, 2014 and December 24, 2014

11. The Board of Directors evaluation of the Internal Auditor's activities

In the opinion of the Board of Directors the extent, nature and continuity of the Internal Auditor's activities and his work plan are reasonable in the circumstances, and they are sufficient to achieve the objects of the internal audit in the Corporation, as they relate to all the significant and central operations of the Company

12. Remuneration

12.1 The Internal Auditor's remuneration is based on a salary and related conditions (including the possibility for a bonus according to the Company's remuneration policy) as customary in the Group for senior management and according to the Company's policy Total remuneration for 2014 was NIS 997,262

12.2 In the opinion of the Company's Board of Directors, the level of compensation given to the Internal Auditor and its components do not harm the internal auditor's ability to use his independent discretion in carrying out his tasks, inter alia, in view of the fact that audit work is carried out through an Internal Audit Department, which includes a number of internal auditors

C5. Disclosure regarding Auditor's fees

The following are the Company's fees expenses to the Auditor Brightman Almagor Zohar & Co for auditing and tax services and additional services provided by them

	Audit and tax services	
	Hours	Dollars thousands
2014	8,723	462
2013	8,004	413

The increase in the auditing hours and the tax services in 2014 compared to 2013 results mainly from extending the audit of representatives as a result of installing the SAP system

The fees were approved by the Company's Board of Directors and are reasonable and acceptable according to the nature of the Company and the extent of its operations.

C6. Disclosure in the Board of Directors Report regarding the process of approving the financial statements

The body responsible for the overall control of the Company in connection with approving the financial statements is the Company's Board of Directors A number of committees function in the framework of the Company's Board of Directors, including the Audit Committee, the Committee for

Managing Market Risks, the Manpower Committee, the Finance and Budget Committee, the Balance Sheet Committee, the Security Committee, the Corporate Governance Committee, the Executive Committee, the Remuneration Committee and the Government Relations and Regulations Committee

At the time of approving the financial statements four members served on the Balance Sheet Committee (the Committee to examine the financial statements) (of which most are independent directors) as follows Prof. Yehoshua (Shuki) Shemer – Chairman of the Committee, Ms. Ruth Dahan (Portnoy), Mr. Pinhas Ginsberg and Mr. Eyal Haimovsky For details about the experience and qualification of these Directors, see Regulation 26 Part D (Additional Details about the Corporation) to the Periodic Report

The Balance Sheet Committee meets for an extended and thorough discussion of the draft financial statements with the participation of the Auditor The CEO and CFO present the financial statements to the members of the Committee in great detail, including a detailed economic analysis about the Company's performance during the period of report

The Balance Sheet Committee examines the significant topics in the financial reporting and formulates a recommendation to the Company's Board of Directors relating, inter alia, to the following matters a) The evaluations and estimates made in the framework of the financial statements, b) The internal controls connected with financial reporting, c) The completeness and suitability of disclosure in the financial statements; d) Accounting policies adopted and accounting treatment implemented in the Group's significant matters; e) Evaluation, including the assumptions and estimates on which they are based, on which the data in the financial statements relies. The Committee also examines the various aspects of control and management of risks, both those reflected in the financial statements and those affecting the reliability of the financial statements

Where there are complex or significant topics on the agenda, special discussions take place of the Balance Sheet Committee on the subjects on the agenda with the participation of the Auditor.

The Company's Board of Directors is the organs which discusses the financial statements and approves them after member of the Board of Directors receive the draft financial statements and the recommendation of the Committee to Examine the Financial Statements, at least 2 business days prior to the meeting

During the meeting of the Board of Directors at which the financial statements are approved, they are reviewed in detail by CFO together with the highlights of the financial statements and the Company's accounting policies. In addition, the Company's CEO reviews the Company's current operations and the effect of these operations on the Company's financial statements, and emphasizes significant topics

At the meeting of the Board of Directors at which the financial statements are discussed and approved, representatives of the Company's Auditor are invited and are present and they customarily add clarifications and remarks to the financial statements, and are at the disposal of the Members of the Board of Directors for questions and clarifications in connection with the statements prior to their approval In the end, the Chairman of the Committee for examining the financial statements (the Balance Sheet Committee) reviews the main recommendation of the Committee

In order to formulate recommendations to the Board of Directors, the Balance Sheet Committee met on March 22, 2015. Members who participated at this meeting: Prof. Yehoshua Shemer (Chairman),

Ms Ruth Dahan (Portnoy), Mr. Pinhas Ginsburg and Mr Eyal Haimovsky In addition, the Company's CEO Mr David Maimon, the CFO Ms Dganit Palti, the Legal Advisor and the Company's secretary Adv Omer Shalev and representatives of the Auditor participated

The Balance Sheet Committee held a discussion about the financial statements presented to it, including directing questions to members of the Management present and to the Auditor In addition, the Auditor was requested to present to member of the Committee his remarks, including the accounting policies implemented and special events which arose during the review of the financial statements

The following are details of the processes adopted prior to the approval of the financial statements as at December 31, 2014

- a) Draft financial statement were sent for the perusal of members of the Committee and the other members of the Board of Directors on March 18, 2015
- b) Member of the Committee are invited at any time to contact the Company's CFO with any question or clarification required, prior to the meeting
- c) During the meeting of the Committee the CFO reviewed the financial results of the Company and presented comparisons between the period of report and equivalent periods and the work plan
- d) In the context of the meeting, the Committee examined the evaluations and estimates made in connection with the reported quarterly report, the completeness and suitability of the exposures in the financial statements for the quarter of report, the accounting policies adopted, the accounting treatment adopted regarding significant matters of the Company.
- e) The Committee discussed the effectiveness of the internal control on the financial reporting and on the disclosure in the Company Steps taken by the Company were brought to the Committee in order to ensure that the statements are prepared as required by Law.
- f) At the end of the discussion, after it was clarified that the financial statements properly reflect the Company's business position and the results of operations, the Committee recommended to the Board of Directors to approve the financial statements
- g) Recommendations of the Committee were given in writing to members of the Board of Directors on March 22, 2015. The Company's Board of Directors is of the opinion that in view of the extent and complexity of the recommendations and the time decided as reasonable by the Board of Directors, to send draft financial statements and the recommendations mentioned above, they were sent for the perusal of the Directors a reasonable time prior to the discussions of the Board of Directors
- h) On March 24, 2015, a discussion took place at the Company's Board of Directors regarding the recommendations of the Committee for Examining the Financial Statements At the end of the Board of Directors meeting the financial statements as at December 31, 2014 were unanimously approved, prepared on the basis of the IFRS. At the meeting with the Board of Directors where the financial statements were approved, the following Directors took part: Messrs Amikam Cohen, Tamar Moses Borowitz, Prof Yehoshua Shemer, Pinhas Ginsberg, Shlomo Hanel, Sofia Kimerling, Ruth Dahan Portnoy and Eyal Haimovitz

C7. Remuneration to interested parties and senior officers

On January 8, 2014 a Special General Meeting of the Company's Shareholders approved the remuneration policy of the Company's officers (hereinafter "the Remuneration Policy") and the amendment to the Management Service Agreement of the Company's Chairman of the Board, Mr Amikam Cohen, as detailed in the report summoning the meeting of the Company's shareholders which it published on December 2, 2013, and the amending report summoning a meeting which the Company published on December 30, 2013

On April 8, 2014, a Special General Meeting of the Company's shareholders approved the terms of service and employment of Mr David Maimon as the Company's CEO

For details of the remuneration given to senior officers in the Company according to the agreements between them and the Company, see Regulation 21 to Chapter D of this Periodic Report

On the date of their approval the consideration which guided the Company's Board of Directors in determining the salary payments to the officers in the Company was done after examining their contribution to the Company's business, considering the level of providing the required services to the Company, and in particular in view of the existing need to develop its business, and taking into account the know-how, experience and abilities of the officer in the fields of the Company's operations, its business and position and financial results, and payments given to officers in equivalent positions in companies with similar characteristics to those of the Company.

In the framework of the process to approve the Periodic Report for 2014, a discussion took place in the Board of Directors on the terms of employment and service of each of the officers, detailed in Regulation 21 of the Securities Regulations (Periodic and Immediate Reports) – 1970 ("the Reporting Regulations") The Board of Directors examined whether the amounts of the remuneration match its remuneration policy For the purpose of the discussion, the relevant data regarding each of the officers in the Company was presented to the Board of Directors as required by Regulation 21 of the Reporting Regulations, and according to parts B and C of the Sixth Addendum to the Reporting Regulations

After completing this examination, the Board of Directors found that the remuneration given to each of the officers meets the Remuneration Policy

C8. Internal Enforcement Plan

In December 2011, the Company's Board of Directors, after receiving the recommendation of the Corporate Governance Committee, approved the principles of the Internal Enforcement Plan in the field of Securities Laws and Corporation Laws (hereinafter "Internal Enforcement Plan")

The Internal Enforcement Plan expresses the Company's recognition of the importance of compliance with the law by all the Company's employees, its managers, members of its Board of Directors and relevant providers of services, and summarizes the Company's policy on the subject of any breach and how to handle it, including the policy of evaluating damages due to the breach of a law and preventing a recurrence.

The purpose of the Internal Enforcement Plan is to introduce and enforce norms of compliance with the law, ethical rules and other rules of behavior in the Company, officers in it and its employees and

thereby to enforce the Company's compliance and those of its units to the provisions of the Securities Laws

The Enforcement Plan includes means of internal identification of potential breaches and failures, whose functions, inter alia, are to locate failures and to correct them, to make the reporting processes more efficient, to identify and handle cases of conflicts of interest, to prevent the leakage of internal information from the Company, and to prevent the effect of prohibited trading in the Company's shares. It should be clarified that an efficient Internal Enforcement Plan is likely to assist the CEO and Board of Directors in carrying out their obligation of supervision imposed on them and is likely to be advantageous to the Company in the event of any breach in the Securities Laws.

The Internal Enforcement Plan adopted by the Company, includes an outline of the steps to be taken in internal enforcement in the Company and central procedures including procedure of the Board of Directors' work, procedure of defining the functions and authority of the Audit Committee, procedure regarding transaction with related parties, procedure of a conflict of interest in the Board of Directors, remuneration of officers procedure, reporting procedure (not financial), internal information procedure, and procedure for providing information to the media and to the capital market.

The Company's Board of Directors approved and adopted the internal enforcement plan and the central procedures and, on the recommendation of the CEO, appointed the Company's Legal Advisor and Secretary, Adv. Omer Shalev, as the person responsible for the internal enforcement in the Company (hereinafter "the Person Responsible").

During 2014, the Person Responsible continued carrying out various activities in the framework of introducing the enforcement plan among the employees and managers in the Company, including giving guidance on the subject of internal enforcement by the Person Responsible to the Company's employees and managers, in subsidiaries and in bodies providing services to the Company, and initiated examinations took place to examine implementation of the enforcement procedures.

The Person Responsible customarily gives the members of the Corporate Governance Committee, in the framework of the report of enforcement of the Person Responsible, a description of the steps taken during the period of report, in the framework of implementing and adopting the enforcement plan, reviewing compliance occurrences, and the means taken to handle such events, to prevent their recurrence in similar cases in the future, and summarize the updates regarding legislative amendments, directives of the Securities Authority and the significant decisions passed in the framework of legal proceedings in the field of Securities Laws and Corporate Laws.

In addition, in September 2014, the Company's Board of Directors approved the Internal Enforcement Plan in the field of business restrictions, which include an outline of the steps on the internal enforcement system in the Company and central procedures in the fields of the Company's operations. Implementation and adoption of an effective enforcement plan contributes to increasing the awareness among employees and managers of the legal requirements of the anti-trust laws and the enforcement policy of the Antitrust Authority and as a result to reduce exposure to claims against the Company, its employees and managers and is a fruitful framework of cooperation between the Antitrust Authority and the Company.

In addition, effective implementation of the enforcement plan will be to the benefit of officers in the event of imposing criminal responsibility, provided that it has been proven that the offence was

carried out was not with the knowledge of the officer accused, and that all reasonable steps were taken by the Company to ensure maintaining the Restrictions Law

The Company's Board of Directors appointed Adv. Omer Shalev, the Company's Legal Advisor and Secretary and the person responsible for the enforcement plan in the field of Securities Law and Corporate Law to be responsible for internal enforcement in the field of business restrictions. In the framework of introducing the enforcement plan in the anti-trust field, in 2015 the Person Responsible started carrying out the guidance to employees and managers in the Company

D. Disclosure directives in connection with the Corporation's financial reporting

D1. Events after the date of the statement of financial position

Regarding events after the date of the report, see Note 37 to the financial statements as at December 31, 2014.

D2. Disclosure regarding critical accounting estimates

Implementation of the accounting principles by Management at the time of preparation of the financial statements is often connected with various assumptions, evaluations and estimates which affect the amounts of assets and liabilities and the results of operations reported in the framework of the financial statements. Some of the assumptions, evaluations and estimates are critical to the financial position or the results of operations reflected in the Group's financial statements, and this mainly due to the materiality of the subject, the complexity of the calculations or the extent of feasibility of realizing subjects which are uncertain. For details of the significant accounting estimates that the Company use, see Note 4 to the financial statements as at December 31, 2014.

D3. Subjects to which the Company's Auditors direct attention in their opinion on the financial statements.

As mentioned in Note 1c to the financial statements regarding the evaluation of the Company's Management that the extension of the "Open Skies" agreement in 2015 will detrimentally affect the Company's financial position and results of operations, this due to a worsening of additional competition. The steps carried out by the Company's Management in order to deal with the state of business, including mainly positive flows relating to the current operations based on the Company's work plan for 2015, as approved by the Board of Directors, and which is positively affected by the decline in the prices of jet fuel and the strengthening of the dollar, the decision of the Government to increase the State's participation in security expenses of the Israeli airlines, and operating the new aviation brand "UP". In the opinion of the Company's Management and its Board of Directors, despite the negative consequences of the competition and a significant decline in the Company's revenues in 2014, which, to the best of the Company's Management's understanding, can be related to the "Protective Edge" Campaign, these steps will enable the Company to meet its obligations in the foreseeable future and, as said in Notes 24c and 37 to the financial statements regarding exposure to approval of class actions the Company's exposure to such class actions.

E. Additional information

Disclosure regarding changes in the economic environment, consequences of the crisis in the capital market and market risk and special events

1. The international aviation market is affected by security and political situations and by special events such as the breakout of epidemics and natural disasters in the world in general and in specific areas in particular, and from the financial situation in Israel and abroad. Regarding the effects of the "Protective Edge" Campaign, see Main Emphases in 2014 in this Report.

The following are the changes in the prices of jet fuel, the rates of interest and the rates of exchange of the shekel from the end of the quarter until close to the date of publishing these financial statements as at December 31, 2014

2. Correct as of the date of the report, the market price of jet fuel (before levies and suppliers margins) weighted in accordance with the markets in which the Company's jet fuel is purchased, was 165.3 cents per gallon, while correct as of the date close to the approval of the financial statements, this price was 159.8 cents per gallon, a decline of 3.5%. It should be mentioned that the expense for jet fuel comprises close to 34% of the Company's revenues turnover and therefore changes in the price is likely to have a significant effect on its financial results. Concurrently, the value of the fair market of jet fuel hedging instruments will be determined according to the changes in the prices which occurred since the end of the quarter under report and the end of the settling of accounts before some of the transactions. Correct as at December 31, 2014 the Company had commitments for hedging jet fuel prices estimated at 28% of expected consumption in the coming 12 months. After the date of the report, the Company carried out additional financial transactions to hedge against an increase in the prices of jet fuel according to its hedging policies, and correct as of the date close of publishing this Report, it is hedged to an amount of 36% of expected consumption during the period from March 2015 until March 2016.
3. In the rate of Libor interest for the three months on the date close to the date of approval of the financial statements, there was no significant change compared to the rate on the date of the report.
4. On the date close to publishing the financial statements there was a devaluation of 4% in the rate of exchange of the shekel against the dollar compared to the date of the financial statements. The Company has hedging transaction on the rate of exchange of the shekel dollar (see clause B1(5) to the above Board of Directors Report) where the fair value is likely to change according to changes in the rates of exchange. It should be mentioned that the effect of the rates of exchange on the business results of the next quarter will be determined according to the rates of exchange which will be in effect during the whole quarter and in particular at its end (March 31, 2015).

Amikam Cohen
Chairman of the Board

David Maimon
CEO

March 24, 2015

APPENDIX A
TO THE BOARD OF DIRECTORS REPORT
ON THE STATE OF THE CORPORATION'S FINANCIAL POSITION
FOR THE PERIOD ENDED DECEMBER 31, 2014

The Company's significant loans and credit lines in which there were changes of the year ended December 31, 2014*

Characteristics of the lender	Loans for aircraft	Level of loans (dollars thousands)	Unpaid balance (dollars thousands)	Collateral	Interest	Repayment	
						Frequency of repayment of principal and interest	Level of repayment of principal (dollars thousands)
American capital market with the EXIM guarantee	737-900	188,894	176,111	4 737-900 aircraft	Fixed 2.45% - 2.623%	Quarterly	3,935

The Company's significant loans and credit lines in which there were changes during the period ended March 24, 2015*

Characteristics of the lender	Loans for aircraft	Level of loans (dollars thousands)	Unpaid balance (dollars thousands)	Collateral	Interest	Repayment	
						Frequency of repayment of principal of interest	Level of repayment of principal (dollars thousands)
American capital market with the EXIM guarantee	737-900	188,894	174,145	4 737-900 aircraft	Fixed 2.45% - 2.623%	Quarterly	3,935

* The credit currency of all the loans detailed above is the US dollar.

El Al Israel Airlines Limited

Consolidated Financial Statements for the Year 2014

El Al Israel Airlines Limited

Consolidated Financial Statements for the Year 2014

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Brightman Almagor Zohar

**Independent Auditors' Report to Shareholders of
EL AL Israel Airlines Ltd.
Regarding the Audit of Components of the Internal Control over Financial Reporting
Pursuant to Section 9B(c) of the Securities Regulations (Periodic and Immediate Reports), 1970**

We have audited the components of the internal control of the financial reporting of El Al Israel Airlines Ltd and its subsidiaries (hereinafter collectively "the Company") as of December 31, 2014. These control components have been determined as explained in the following paragraph. The Company's Board of Directors and management are responsible for maintaining effective internal control over the financial reporting, and for evaluating the effectiveness of the components of internal control over the financial reporting, which is included in the periodic report for the said date. Our responsibility is to express our opinion on the internal control elements of the Company's financial reporting, based on our audit.

The Components of internal control over the financial reporting inspected, which were audited, were determined in accordance with Audit Standard 104 of the Institute of Certified Public Accountants in Israel "Inspection of Components of Internal Controls for Financial Reporting", and its amendments (hereinafter "Audit Standard 104"). These components are: (1) entity level controls, including controls over the process of the preparation and the closure of the financial reporting and general controls over information systems, (2) controls over passenger revenues from the sale of flight tickets (with the exception of subsidiaries), (3) controls over the frequent flyer club, (4) controls over fixed assets – aircraft, engines and spare parts, (5) controls over derivative financial instruments, (6) controls over fuel expenses, (7) controls over salary expenses for employees in Israel (with the exception of senior employees and officers), (8) controls over actuary calculations for Israeli employees (with the exception of senior employees and officers) (all of the above are collectively referred to as the "Audited Control Components").

We conducted our audits in accordance with Auditing Standard 104. That standard requires that we plan and perform the audit to identify the audited control components and obtain reasonable assurance about whether these control components have been effectively maintained in all material respects. Our audit includes the obtaining an understanding of internal control over financial reporting, identifying the audited control components, assessing the risk that a material weakness exists, regarding the audited control components and testing and evaluating the design and operating effectiveness of the audited control based on assessed risk. Our audit of these control components also included performing such other procedures as we considered necessary in the circumstances. Our audit only addressed the audited control components, as opposed to internal control over all the material processes in connection with financial reporting and therefore, our opinion addresses solely the audited control components. Moreover, our audit did not address any reciprocal effects between the audited control components and unaudited ones and accordingly, our opinion does not take any such possible effects into account. We believe that our audit provides a reasonable basis for our opinion within the context that is described above.

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

In our opinion, the Company has effectively maintained, in all material aspects, its audited control components as of December 31, 2014.

We have also audited, in accordance with generally accepted auditing standards in Israel, of the Company's Consolidated Financial Statements for December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014 and our report, dated March 24, 2015, included an unqualified opinion on those Financial Statements, and attention was drawn in it to the "Open Skies" Agreement, to the state of the Company's business and the Company's exposure to class actions, based on our audit and on the reports of the other auditors.

**Brightman Almagor Zohar & Co.
Certified Public Accountants**

Tel Aviv, March 24, 2015



Brightman Almagor Zohar

**Independent Auditors' Report to Shareholders of
El Al Israel Airlines Ltd.**

We have audited the accompanying consolidated Statements of Financial Position of El Al Israel Airlines Limited (hereinafter – "the Company") as of December 31, 2014 and 2013 and the Consolidated Statements of Profit and Loss, Statements of Comprehensive Income, Changes in Shareholders' Equity and Cash Flow for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company's board of directors and management. Our responsibility is to express an opinion on these financial statements based on our audits.

We did not audit the financial statements of consolidated subsidiaries, whose assets constitute approximately 0.3% and approximately 0.2% of the total consolidated assets as of December 31, 2014 and 2013, respectively, and whose revenues constitute approximately 1.1%, approximately 1.2% and approximately 0.8% of the total consolidated revenues for the years ended December 31, 2014, 2013 and 2012, respectively. Furthermore, we did not audit the financial statements of an associated company, which is recorded under the equity method of accounting, the investment in which amounted to \$13,801 thousand and \$14,945 thousand as of December 31, 2014 and 2013, respectively, and the Company's share of the results of which amounted to \$874 thousand, \$207 thousand and \$1,466 for the years ended December 31, 2014, 2013 and 2012, respectively. The financial statements of these companies were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to amounts included for those companies, is based on the reports of the other auditors.

We conducted our audit in accordance with generally accepted auditing standards in Israel, including those prescribed by the Auditors' Regulations (Auditor's Mode of Performance), 1973. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the company's board of directors and management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audit and the reports of the other auditors, the abovementioned consolidated financial statements present fairly, in all material respects, the financial position of the Company and its subsidiary companies as of December 31, 2014 and 2013 and the results of their operations, changes in their equity and their cash flows for each of the three years ended in the period December 31, 2014 and this in accordance with International Financial Reporting Standards (IFRS) and the provisions in accordance with the Securities Regulations (Annual Financial Statements) - 2010.

Without qualifying our above conclusion, we draw attention to the following matters:

- To Note 1C to the Financial Statements regarding the Company's management's assessment that the expansion of the "Open Skies" agreement in 2015 will have an adverse impact on the state of the Company's financial position and its operating results, as a result of an additional stiffening of the competition. The activities that the Company's management is taking in order to deal with the state of its business, which primarily include the positive cash flows that are generated from the Company's operating activities, based on the Company's work plan for the year 2015, which has been approved by the Board of Directors and which is being positively impacted by the decrease in the price of jet fuel and the strengthening of the Dollar, the government's decision to increase the State's participation in the security expenses of the Israeli airlines, and the activation of the new UP aviation brand. In the assessment of the Company's management and its Board of Directors, despite the adverse implications of the level of competition and the significant reduction in the Company's revenues in 2014, which to the best of the Company's management's assessment can be attributed to Operation "Protective Edge", the abovementioned activity will enable the Company to meet its commitments in the foreseeable future.
- To the contents of Notes 24 and 37 to the Financial Statements regarding the exposure to the approval of class actions and the Company's exposure to those class actions.

We have also audited components of internal control over financial reporting of the Company as of December 31, 2014, in accordance with Auditing Standard 104 of the Institute of Certified Public Accountants in Israel. "The audit of components of internal control over financial reporting" and our report, dated March 24, 2015 included an unqualified opinion on the effective maintenance of those components.

Brightman Almagor Zohar & Co.
Certified Public Accountants
Tel Aviv, March 24, 2015

El Al Israel Airlines Ltd.
Consolidated Statements of Financial Position

		As of December 31	
		2014	2013
	Note	Thousands of Dollars	
<u>Assets</u>			
<u>Current Assets</u>			
Cash and cash equivalents	6	54,681	86,140
Designated cash		195	811
Short-term deposits	8	8,382	9,341
Restricted deposits	7	39,611	8,050
Trade receivables	9	118,720	125,144
Other receivables	10	19,783	22,144
Derivative financial instruments	28	-	12,889
Prepaid expenses	11	26,465	26,989
Inventories	12	20,583	*23,798
Total current assets		288,420	315,306
 <u>Non-Current Assets</u>			
Long-term bank deposits		1,002	1,422
Investments treated under the equity method	13	17,123	17,660
Investment in another company		1,190	1,228
Fixed assets, net	14	1,188,102	*1,150,831
Intangible assets, net	15	9,296	8,641
Prepaid expenses	11	9,335	9,644
Assets attributed to employee benefits	21	67,152	62,544
Total non-current assets		1,293,200	1,251,970
 Total assets		 1,581,620	 1,567,276

* Reclassified.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Financial Position

		As of December 31	
	Note	2014	2013
		Thousands of Dollars	
<u>Liabilities and Equity</u>			
<u>Current Liabilities</u>			
Short-term credit and current maturities	16	154,648	164,891
Trade payables	18	145,900	126,308
Other payables	19	64,060	*54,115
Provisions	24	10,099	17,005
Derivative financial instruments	28	73,333	165
Employee benefit obligations	21	95,564	**104,621
Deferred revenues	22	264,162	*255,810
Total current liabilities		807,766	722,915
<u>Non-Current Liabilities</u>			
Loans from banking entities and others	20	498,862	475,911
Employee benefit obligations	21	81,015	77,260
Derivative financial instruments	28	-	826
Other payables	19	6,697	8,708
Deferred taxes	25	14,704	**40,084
Deferred revenues	22	61,141	58,073
Total non-current liabilities		662,419	660,862
Total liabilities		1,470,185	1,383,777
<u>Equity</u>			
	27		
Share Capital		155,012	155,012
Share premium		28,007	28,007
Capital reserve on transactions with a former controlling interest		237,122	237,122
Capital reserve on share-based payments		7,547	7,547
Capital reserve on cash flow hedging		(33,228)	8,070
Capital reserve on translation differences on foreign activity		(846)	1,602
Capital reserve on re-measurements of a defined benefit liability		401	659
Accumulated loss		(282,580)	**(254,520)
Total equity		111,435	183,499
Total liabilities and equity		1,581,620	1,567,276

* Reclassified.

** Immaterial adjustment of the comparative figures – see Note 5.

Amikam Cohen Chairman of the Board of Directors	David Maimon Chief Executive Officer	Dganit Palti Chief Financial Officer

Date of the approval of the Financial Statements: Ben-Gurion Airport, March 24, 2015

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Profit and Loss

	Note	For the Year Ended December 31		
		2014	2013	2012
		Thousands of Dollars		
Operating revenues	29A	2,081,303	2,103,020	2,015,642
Operating expenses	29B	(1,790,997)	**(1,752,828)	**(1,701,936)
Gross Profit		<u>290,306</u>	<u>350,192</u>	<u>313,706</u>
Selling expenses	29C	(201,066)	**(204,714)	**(207,979)
General and Administrative expenses	29D	(104,415)	**(105,806)	**(96,418)
Other income (expenses), net	29E	<u>11,525</u>	<u>(6)</u>	<u>2,803</u>
		<u>(293,956)</u>	<u>(310,526)</u>	<u>(301,594)</u>
Operating profit (loss)		<u>(3,650)</u>	<u>39,666</u>	<u>12,112</u>
Financing expenses	30	(36,605)	(25,858)	(38,413)
Financing income	31	<u>912</u>	<u>25,106</u>	<u>1,447</u>
Financing income (expenses), net		<u>(35,693)</u>	<u>(752)</u>	<u>(36,966)</u>
The Company's share of the profits of subsidiaries, net of tax		<u>1,056</u>	<u>298</u>	<u>1,426</u>
Profit (loss) before taxes on income		<u>(38,287)</u>	<u>39,212</u>	<u>(23,428)</u>
Tax benefit (taxes on income)	25	<u>10,227</u>	<u>**(12,545)</u>	<u>**5,230</u>
Profit (loss) for the year		<u>(28,060)</u>	<u>26,667</u>	<u>(18,198)</u>
Profit (loss) per regular share of par value NIS 1 (In USD)				
Basic profit (loss) per share	32	<u>(0 06)</u>	<u>0 05</u>	<u>(0 04)</u>
Diluted profit (loss) per share	32	<u>(0 06)</u>	<u>0 05</u>	<u>(0 04)</u>
Weighted average of number of shares (in thousands) used in the calculation of the profit (loss) per share				
Basic		<u>495,719</u>	<u>495,719</u>	<u>495,719</u>
Diluted		<u>495,719</u>	<u>495,719</u>	<u>495,719</u>

**** Immaterial adjustment of the comparative figures – see Note 5.**

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Comprehensive Income

	For the Year Ended December 31		
	2014	2013	2012
	Thousands of Dollars		
Profit (loss) for the period	<u>(28,060)</u>	<u>*26,667</u>	<u>*(18,198)</u>
Other comprehensive income (loss):			
Amounts that will not be reclassified to profit or loss in subsequent periods, net of tax			
Gain (loss) on the re-measurements of a defined benefit, net of tax	(258)	17,710	6,528
Amounts that may be reclassified to profit or loss in subsequent periods, net of tax:			
Exchange differences on the translation of foreign operations	(2,448)	1,704	892
Gain (loss) in respect of cash flow hedging, net of tax	(41,298)	(926)	9,553
Other comprehensive income (loss) for the year, net of tax	<u>(44,004)</u>	<u>18,488</u>	<u>16,973</u>
Total comprehensive income (loss) for the year	<u>(72,064)</u>	<u>45,155</u>	<u>(1,225)</u>

* Immaterial adjustment of the comparative figures – see Note 5.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Changes in Equity

	For the year ended December 31, 2014					
	Share capital	Share premium	Capital reserve on transactions with a former controlling interest	Capital reserve on share based payment transactions	Capital reserve on cash flow hedging	Capital reserve on translation differences on foreign operations
	Thousands of Dollars					
Balance as of January 1, 2014	155,012	28,007	237,122	7,547	8,070	1,600
Insignificant adjustment of the comparative figures	-	-	-	-	-	-
Balance as of January 1, 2014, after the insignificant adjustment of the comparative figures	155,012	28,007	237,122	7,547	8,070	1,600
Loss for the year	-	-	-	-	-	-
Other comprehensive loss	-	-	-	-	(41,298)	(2,400)
Total comprehensive loss for the year	-	-	-	-	(41,298)	(2,400)
Total equity as of December 31, 2014	155,012	28,007	237,122	7,547	(33,228)	(800)

* Immaterial adjustment of the comparative figures – see Note 5.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Changes in Equity

	For the year ended December 31, 2013				
	Share capital	Share premium	Capital reserve on transactions with a former controlling interest	Capital reserve on share based payment transactions	Capital reserve on cash flow hedging
	Thousands of Dollars				
Balance as of January 1, 2013	155,012	28,007	237,122	7,547	8,996
Insignificant adjustment of the comparative figures	-	-	-	-	-
Balance as of January 1, 2013, after the insignificant adjustment of the comparative figures	155,012	28,007	237,122	7,547	8,996
Profit for the year	-	-	-	-	-
Other comprehensive income (loss)	-	-	-	-	(926)
Total comprehensive income for the year	-	-	-	-	(926)
Total equity as of December 31, 2013	155,012	28,007	237,122	7,547	8,070

* Immaterial adjustment of the comparative figures – see Note 5.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Changes in Equity

	For the year ended December 31, 2012					
	Share capital	Share premium	Capital reserve on transactions with a former controlling interest	Capital reserve on share based payment transactions	Capital reserve on cash flow hedging	Capital reserve on translation difference on foreign operations
	Thousands of Dollars					
Balance as of January 1, 2012	155,012	28,007	237,122	7,488	(557)	(95)
Insignificant adjustment of the comparative figures	-	-	-	-	-	-
Balance as of January 1, 2012, after the insignificant adjustment of the comparative figures	155,012	28,007	237,122	7,488	(557)	(95)
Loss for the year	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	9,553	84
Total comprehensive loss for the year	-	-	-	-	9,553	84
Share based payment	-	-	-	59	-	-
Total transactions with the shareholders of the parent company as shareholders	-	-	-	59	-	-
Total equity as of December 31, 2012	155,012	28,007	237,122	7,547	8,996	(10)

* Immaterial adjustment of the comparative figures – see Note 5.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Cash Flows

	For the Year Ended December 31		
	2014	2013	2012
	Thousands of Dollars		
Cash flows from operating activities			
Profit (loss) for the year	(28,060)	*26,667	*(18,198)
Adjustments required to present cash flows from operating activities (Appendix A)	186,618	*158,575	*96,468
Cash deriving from operating activities, net	<u>158,558</u>	<u>185,242</u>	<u>78,270</u>
<u>Cash flows from investment activities</u>			
Purchase of fixed assets (including general engine overhauls and payments on account of aircraft)	(173,966)	(170,739)	(85,672)
Proceeds from the realization of fixed assets	8,666	15,833	18,533
Investment in intangible assets	(3,031)	(1,534)	(3,007)
Realization (investment) in charged deposits	(31,561)	3,406	(11,456)
Decrease (increase) in short-term deposits, net	959	(771)	(387)
Investment in deposits with providers of services and long-term deposits	(82)	(143)	(255)
Realization of deposits with providers of services and long-term deposits	409	292	305
Cash used for investment activities, net	<u>(198,606)</u>	<u>(153,656)</u>	<u>(81,938)</u>
Cash flows from financing activities			
Payment for loan raising costs	(9,293)	(9,840)	(1,007)
Receipt of long-term loans from banking entities and others	148,599	154,647	60,616
Repayment of long-term loans from banking entities and others	(143,513)	(131,607)	(99,116)
Increase (decrease) in short-term credit, net	12,796	(11,456)	10,629
Cash deriving from (used for) financing activities, net	<u>8,589</u>	<u>1,744</u>	<u>(28,878)</u>
Increase (decrease) in cash and cash equivalents	(31,459)	33,330	(32,546)
Balance of cash and cash equivalents at the beginning of the year	<u>86,140</u>	<u>52,810</u>	<u>85,356</u>
Balance of cash and cash equivalents at the end of the year	<u>54,681</u>	<u>86,140</u>	<u>52,810</u>

* Immaterial adjustment of the comparative figures – see Note 5.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israel Airlines Ltd.
Consolidated Statements of Cash Flows

**For the Year Ended
December 31**

2014	2013	2012
Thousands of Dollars		

Appendix A –**Income and expenses not involving cash flows:**

Depreciation and amortization (including disposal of accessories, disused components, consumption of consumable equipment and impairment in value of fixed and intangible assets)	142,158	136,973	138,655
Adjustment of the value of deposits with providers of services and long term deposits	131	(104)	(8)
The Company's share of the profits of affiliated companies, less dividends received, net of tax	(891)	67	(277)
Deferred taxes, net	(10,399)	**11,464	**(5,256)
Increase (decrease) in employee benefit liabilities and in provisions	(17,167)	**13,250	**(17,336)
Capital gains on the realization of fixed assets, net	(5,457)	(3,019)	(4,177)
Benefit value of employee stock option plan	-	-	59
Loss (gain) on the adjustment of fair value of derivatives via profit/loss	29,150	2,234	(18,469)
Purchase of jet fuel hedging options	(105)	-	(2,774)
Profit from shares and options received for no consideration	-	-	(2,442)
Revaluation of options received for no consideration	(688)	685	(130)
Change in designated cash	616	394	622

Changes in asset and liability items:

Decrease in trade receivables	6,424	4,754	9,795
Decrease in other accounts receivable	2,027	1,368	4,455
Decrease (increase) in prepaid expenses	833	2,759	(3,802)
Decrease in inventory	3,215	1,787	4,336
Increase (decrease) in trade payables	19,592	(18,524)	(15,970)
Increase (decrease) in other payables	5,759	*(12,318)	*(9,898)
Increase in deferred revenues	11,420	*16,805	*19,085
	<u>186,618</u>	<u>158,575</u>	<u>96,468</u>

Payments (receipts) of interest, taxes and dividends, which are classified as cash flows from operating activities

Interest payments	(16,422)	(15,359)	(26,573)
Interest receipts	225	507	1,333
Tax payments – advances in respect of excessive expenses	(517)	(445)	(372)
Dividend receipts	184	365	1,149

* Reclassified

** Immaterial adjustment of the comparative figures – see Note 5.

The Notes to the Consolidated Financial Statements form an integral part thereof.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 1 - General

A. General description of the Company and its activities:

El Al Israel Airlines is the Israeli designated carrier on most of the routes to and from Israel. The Company is primarily engaged in the transportation of passengers and cargo, including luggage and mail, on scheduled flights and charter flights between Israel and foreign countries.

The Company is also engaged in the provision of luggage handling and maintenance services at its home airport, the sale of duty-free products and - through investee companies - in related activities, primarily the production and supply of airline meals and the management of several travel agencies in Israel and abroad.

B. The non-inclusion of separate financial information:

In accordance with Regulation 4 of the Periodic and Immediate Reports Regulations, the Company has not included separate financial information in accordance with Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970 in its periodic report for the year ending December 31, 2014.

The reason for which no separate information has been included by the Company is because of the insignificant impact the financial statements of the investee companies would have on the Consolidated Financial Statements.

The parameters used by the Company in order to establish the said impact are assets, revenues, profits and cash flows from operating activities constituting up to 5% of the overall assets, revenues, profits and cash flows from operating activities in the consolidated statements, respectively, whilst ignoring the impact of infrequent exceptional events.

For information regarding transactions and commitments between the Company and its consolidated companies, see Note 35.

C. During the course of the year 2014, the Company recorded a loss of approximately \$28.1 million and positive cash flows of approximately \$158.6 million. Furthermore, as of December 31, 2014, the Company has a working capital deficit of approximately \$519.3 million and equity of approximately \$111.4 million.

The Company's operating results and its shareholders' equity have been adversely affected by the revaluation of jet fuel hedging transactions and by the hedging of the exchange rate of the Shekel against the Dollar, which have been as a result of the sharp decrease in the prices of jet fuel and the strengthening of the Dollar. However, these economic trends, as reflected in the forward curves that have been observed in the market, insofar as they may continue, are expected to have a beneficial impact on cash flows in 2015.

The operating results have also been adversely affected as a result of Operation "Protective Edge", which took place in the months of July and August 2014. The Company's revenues were significantly reduced as a result of the cancellation of many flights by foreign and Israeli travelers, on both incoming and outgoing flights, which was in addition to a significant reduction in bookings for the Company's flights, which to the best of the Company's understanding can be attributed to the operation.

Furthermore, during the period in which the operation was taking place, the Company bore additional expenses relating to the addition of capacity and the adjustment of the operations, additional operating expenses resulting from the security situation (including fuel expenses and the lengthening of flight paths and additional salary costs).

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 1 - General (Continued)

C. (Continued)

In 2014, in the light of the coming into force and the implementation of the "Open Skies" agreement with the European Union, the Company has been continuing to cope with an increase in the volume of flights that are offered by the previously existing aviation companies, as well as the entry of new aviation companies as well as a considerable increase in the operations of the low cost companies on routes to and from Israel

In the Company's assessment, the increase in the volume of flights being offered by the existing aviation companies and also the entry of new aviation companies upon the expansion with the implementation of the agreement in 2015, will continue to have an adverse impact on the Company's financial position and its operating results, as the result of a further stiffening of the level of competition

Within the framework of the medium and long-term strategy being formulated by the Company's management, the Company is taking steps to adapt its activity by increasing frequencies and capacities and by adapting its commercial operating model to the models that are common practice in Europe

Within this context, starting with the Summer 2014 schedule, which started on March 30, 2014, the Company has begun operating flights under a the new UP aviation brand. Flights are initially being operated in this format to five European destinations, instead of the previous format of Company flights to those destinations. The flight tickets that are purchased by passengers include a basic basket of services with the option of adding additional services for a fee, similar to service formats at many airlines around the world

The Company is continuing to routinely examine the adaptation of its operations to the trends and the developments that are created in the Company's business - economic environment and in the global aviation sector. These trends and changes mandate a comprehensive and continuous examination of the Company's operations, which includes the examination of the mix and the profitability of the Company's operations in the passenger and cargo fields and the adjustment of the schedules and the prices in accordance with the situation in the market and the competition

As of the time of the publication of this report, the Company has obtained long-term financing for 5 out of 8 of the 737-900 aircraft that have been purchased from Boeing, and which have been received and has advanced financing for the additional three aircraft of that type, which are expected to be received in 2016. The company is taking action to arrange long-term sources of financing for these aircraft in advance of their arrival. See Note 14 below for additional details

As stated in Note 20, some of the credit agreements require compliance with a particular ratio for the balance of the loans to the amount of the collateral (the balance of the debt to a bank against the market value of the charged aircraft). In the event that the Company does not comply with the required ratio, the Company could be required to make additional collateral available. In the assessment of the Company's management, taking into account the gap that exists in the ratio between the loans and the existing collateral, and based on the international pricelists for aircraft, as is generally acceptable in the aviation sector, and which are used by the financial institutions, the Company will not be required to make additional collateral available in the foreseeable future

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 1 - General (Continued)

C. (Continued)

In the Company's management's assessment, the execution of the abovementioned activity, as well as the government's decision regarding an increase in the State's participation in the security expenses of the Israeli airline companies as well as the Company's positive cash flows from operating activities, in accordance with the Company's work plan, which has been approved by the Board of Directors, and as updated from time to time, and which has been positively affected by the decrease in the prices of jet fuel and the strengthening of the Dollar, as aforesaid, will enable the Company to meet its commitments in the foreseeable future, despite the negative implications of the competition and of Operation "Protective Edge", as aforesaid

Note 2 - Principal accounting policies

A. Declaration regarding the implementation of International Financial Reporting Standards (IFRS):

The Group's consolidated financial statements have been compiled in accordance with International Financial Reporting Standards (IFRS) the clarifications thereto, which have been published by the International Accounting Standards Board (IASB)

B. The Financial Statements have been prepared in accordance with provisions of the Securities Regulations (Annual Financial Statements), 2010 (hereinafter "The Financial Statement Regulations")

C. The format for the presentation of the statement of financial position:

The Group presents assets and liabilities in the statement of financial position, with a division into current and non-current items

D. The Company's operating cycle is 12 months

E. The format of the analysis of expenses that have been recognized in profit and loss

The Company's expenses in its statement of profit or loss and in the statement of comprehensive income are presented based on the nature of the activity

F. Foreign currency:

(1) The functional currency and the presentation currency

The financial statements of each of the Group Companies have been prepared in the currency of the major economic environment in which it operates (hereinafter "The functional currency") For the purpose of the consolidation of the financial statements, the results and the financial position of each Group company are translated into Dollars, which is the Company's functional currency The Company's consolidated financial statements are presented in Dollars

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

F. Foreign currency (Continued):

(2) The translation of transactions in currencies other than the functional currency

In the preparation of the financial statements of each of the Group companies, transactions that have been executed in currencies other than a company's functional currency (hereinafter "Foreign currency") are recorded at the exchange rates that are effective as of the transaction date. At the end of each reporting period, monetary items that are denoted in foreign currency are translated using the exchange rate that is effective as of that date, non-monetary items, which are measured at historical cost are translated using the exchange rate that was effective on the date of the execution of the transaction for the non-monetary item.

(3) The manner of the recording of exchange differences

Exchange rate differentials are recognized in the statement of profit or loss in the period in which they arise, except exchange rate differentials relating to transactions that have been designated for the hedging of certain foreign currency risks, see Note 2N.

(4) The translation of financial statements of investee companies whose functional currency is not the Dollar

For the purpose of the presentation of the consolidated financial statements, the assets and liabilities of foreign operations, including goodwill and attributed surplus costs, are presented in accordance with the exchange rates in effect as of the end of the reporting period. Income and expense items are translated in accordance with the average exchange rates in the reporting period, unless a significant fluctuation has taken place in the exchange rates. In such a case, these items are translated in accordance with the exchange rates that were effective at the time of the execution of the transactions, and the translation differences are recognized in other comprehensive earnings under "exchange rate differences from the translation of foreign operations". These exchange rate differences are reclassified to profit or loss at the time of the disposal of the foreign operations for which the translation differences arose, as well as upon a partial realization of foreign operations, which involves the loss of control or the transition from investments treated in accordance with the equity method of accounting to a financial asset.

G. Investments in affiliated companies:

An affiliated company is an entity in which the Group has significant influence and which is not a consolidated company. Significant influence is the power to participate in decision making relating to the affiliated company's financial and operational policies, but which does not constitute control or joint control over those policies. Potential voting rights, which can be exercised or immediately converted into shares in the investee entity, are taken into account when testing for the existence of significant control.

The Group tests for the existence of signs of impairment in the value of investments that treated under the equity method of accounting. Such impairment in values occurs when there is objective evidence that the future cash flows that are expected from the investment asset have been adversely affected.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

H. Cash and cash equivalents:

Cash and cash equivalents include bank deposits that can be withdrawn immediately as well as fixed-term deposits, the use of which is unrestricted and whose term to maturity does not exceed three months at the time of investment

Deposits whose redemption date exceeds three months and is no greater than one year at the time of the investment are classified under short-term deposits

Deposits that have been designated for a defined purpose are classified under designated cash

I. Fixed assets:

(1) General:

A fixed asset is a tangible item, which is held for use in the provision of services or for leasing to others, which is expected to be used during more than one period

The Company presents its fixed asset items under the cost model, as follows

Fixed asset items are presented at cost in the statement of financial position, less accumulated depreciation and less accumulated losses from impairment in value, if any. The cost includes the cost of the purchase of the asset, as well as costs that can be directly attributed to bringing the asset to the location and to the state that are required for it to be operated in the manner intended by management

See Note 2K on the subject of testing for impairment in the value of fixed assets

(2) The depreciation of fixed assets:

The depreciation of the fixed assets is performed separately for each component of a depreciable fixed asset item having a cost that is significant by comparison to the overall cost of the item. Depreciation is calculated systematically, under the straight-line method over the expected useful lifetime of the components of the components, from the time at which the asset is ready for its intended use, whilst taking the expected residual value at the end of its useful lifetime into account

Assets that are leased under financing lease arrangements are depreciated over the shorter of their expected useful lifetime on the basis of owned assets, or over the term of the lease

The cost of overhauling aircraft engines is recognized as an asset in the statement of financial position and is depreciated over the period of the expected economic benefit from the overhaul (based on the forecast number of engine hours)

The residual values, depreciation method and useful lifetimes of an asset are reviewed by the Company's management once a year. Changes are treated prospectively as changes in estimates

A gain or loss arising on the sale of a fixed asset item or when it is taken out of use is determined in accordance with the difference between the receipts from its sale and its carrying value at the time of the sale or when it is taken out of use, and is recognized in profit and loss

The cost of accessories and spare parts that are recorded under fixed assets is determined using the weighted moving average method

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

I. Fixed assets (Continued):

(2) The depreciation of fixed assets (Continued):

Accessories and spare parts that are attributed to a specific fleet are depreciated over the average remaining lifetime of that fleet. Accessories and spare parts that are not attributed to a specific fleet are amortized in accordance with the balance of the average lifetime of the Company's entire aircraft fleet.

Accessories and spare parts for which no movement has been recorded or which are slow-moving, are recorded included at net book value in accordance with management's assessment.

See Note 14B2 on the subject of the Company's depreciation rates.

(3) Subsequent costs:

The cost of replacing part of a fixed asset item, which can be estimated reliably, is recognized as an increase in the carrying value when it is incurred, if the future economic benefits that are attributed to the item are expected to flow to the Company. Routine maintenance costs are charged to the statement of profit or loss as incurred.

J. Intangible assets:

Rights to use security equipment are recorded in accordance with their cost to the Company, and are depreciated under the straight-line method in the basis of the estimated period of economic use, subject to testing for impairment in value. The estimated lifetime and the depreciation method are examined at the end of each fiscal year, with the impact of changes in an estimate being treated prospectively.

Software is recorded at its cost to the Company and is amortized under the straight-line method on the basis of its expected period of economic use.

K. Impairment in the value of aircraft:

At the end of each reporting period, the Company tests the book value of its aircraft fleets, with the objective of determining whether any signs whatsoever exist indicating an impairment in the value of those fleets. If any such signs exist, the recoverable amount of the fleet is estimated in order to determine the amount of the impairment loss created, if any.

The recoverable amount is the higher of the fair value of the fleet or its value in use. Estimates of the contribution from a fleet of aircraft are discounted to their present value using a (post-tax) discount rate that reflected the market's current estimates in respect of the time value of money and the risks that are specific to each fleet for which the estimated contribution has not been adjusted, are taken into account in the assessment of the value in use.

Where the recoverable amount for a fleet of aircraft is estimated to be lower than its carrying value, the carrying value of the fleet is written down to its recoverable amount. An impairment loss is recognized immediately as an expense in the statement of profit or loss.

In the Company's management's opinion, the recoverable amounts of the aircraft should be tested by comparison to their net book value after the grouping of aircraft fleets, and that it is correct to test the recoverable amount of each aircraft separately by comparison to its net book value. See Note 4B(3) on the subject of the manner of the determination of the recoverable amount.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

L. Financial assets measured at depreciated cost and the effective interest rate method:

(1) Financial assets that are measured at amortized cost and the effective interest rate method

The Group's financial assets in this grouping include trade receivables, deposits and other receivables with payments that are fixed or which can be fixed, for which no quote exists on an active market. Loans and receivables are measured at amortized cost under the effective interest rate method, less impairment in value, if any. Income from interest revenues is recognized under the effective interest rate method, except for short-term trade and other receivables. Where the amounts of the interest to be recognized in respect of them is immaterial.

The effective interest rate method is a method for the calculation of the amortized cost of a debt instrument, as well as for the allocation of interest income over the lifetime of an instrument. The effective interest rate is the rate that exactly discounts the forecast future cash flows (including commissions, transaction costs and similar items), over the lifetime of the debt instrument, or (where this is more correct) over a shorter period, to the present value of the instrument at the time of the initial recognition.

(2) Impairment in the value of financial assets that are measured at amortized cost

These financial assets are tested at the end of each reporting period for the purpose of identifying signs of impairment in value. Such impairment in value occurs where there is objective evidence that as a result of one or more events that have occurred since the time of the initial recognition of the financial asset, the expected future cash flows from the investment has been negatively affected.

Signs of impairment in value may include, inter alia

- Significant financial difficulties on the part of the issuer or of the debtor,
- Failure to make routine payment of principal or of interest,
- An expectation that the debtor will become bankrupt or will enter a re-structuring of debt.

For financial assets that are presented at amortized cost, impairment in value is recognized at the level of the difference between the carrying value of the financial assets and the present value of future cash flows that are expected from them, discounted at their original effective interest rate.

For trade receivables, the carrying amount is written down, where necessary, by means of a provision for doubtful debts. The provision is calculated specifically. Where trade receivables are not collectible, they are written off against the provision. The collection of amounts previously written off, in subsequent periods, is credited against the provision. Changes in the carrying amount of the provision are recognized in the statement of profit or loss.

M. Financial liabilities:

Financial liabilities include credit and loans, trade and other receivables. Such liabilities are initially recognized at fair value, net of transaction costs. After the time of the initial recognition, other financial liabilities are measured at amortized cost using the effective interest rate method, except for suppliers and other short-term payables, where the interest amounts that are to be recognized are immaterial.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

M. Financial liabilities (Continued):

The effective interest rate method is a method for calculating the net amortized cost of a financial liability and of the allocation of interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts the projected flows of the future cash flows over the course of the expected lifetime of the financial liability to its carrying value, or, where appropriate, over a shorter period.

N. Derivative financial instruments and hedge accounting:

(1) General

The Group makes use of a range of derivative financial instruments in order to manage the exposures to changes in the price of jet fuel, interest rates and foreign currency exchange rates.

Derivative financial instruments are initially recognized at their fair value and at the end of each reporting period thereafter. Changes in the fair value of derivative financial instruments are generally recognized in the profit and loss. The timing of the recognition in the statement of profit or loss of changes in fair value of derivative financial instruments, which have been designated for hedging purposes, where this hedging is effective and meets all of the conditions for the determination of a hedging relationship, is conditional upon the nature and the type of the hedging, as detailed below.

The classification of derivative financial instruments in the statement of financial position is determined in accordance with the contractual lifetime of the derivative financial instruments. If the remaining contractual lifetime of the derivative exceeds 12 months, the derivative is presented as a non-current item in the statement of financial position and if the remaining time does not exceed 12 months, the derivative is classified as a current item.

(2) Hedge accounting

The Company implements cash flow hedge accounting, and for this purpose the Company has designated certain derivative financial instruments, in respect of the exposure to the prices of jet fuel and similarly in respect of the exposure to changes in the interest rates and to exchange rates.

In order to hedge the price of jet fuel, the Company has entered into a number of transactions in respect of anticipated fuel purchases for terms of up to one year from the end of the reporting period.

In order to reduce the exposure in respect of variable interest rates on the Company's loans, the Company has entered into a number of contracts, whose purpose is to fix the interest rates. The interest hedging instruments that are used by the Company accord with the repayment schedules of the in the relevant periods, which they are intended to hedge.

In order to reduce the exposure in respect of the Dollar - Shekel exchange rate, the Company has executed a number of transactions the purpose of is to hedge some of the Company's anticipated Shekel-denoted payroll payments.

The hedging relationships are documented by the Company at the time of the commitment under the hedging transaction.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

N. Derivative financial instruments and hedge accounting (Continued):

(2) Hedge accounting (Continued)

Within the framework of the documentation, the hedging instrument, the hedged item, the hedged risk and the hedging strategy that has been implemented are identified and the degree of the compatibility of the strategy to the Group's overall policy is examined for each type of hedging. In addition, as from on the start of the hedging relationship and throughout its period, the Company documents the degree to which the hedging instrument is effective in offsetting the exposure to changes in the cash flow in respect of the hedged risk for the hedged item.

The effective part of changes in the values of financial instruments that are designated as cash flow hedging is recognized immediately in equity under "capital reserve on cash flow hedging" and the non-effective portion is recognized immediately in the statement of profit or loss.

Cash flow hedge accounting is discontinued where the hedging instrument expires, is sold or is exercised or when the hedging relationship no longer meets the minimum hedging threshold. After the discontinuation of hedge accounting, the amounts that have been reflected under equity are reflected in the statement of profit or loss. When the hedged item or the forecast transaction that is hedged are reflected in the statement of profit or loss. When the results of the hedging transaction are reflected in profit and loss, the results of the hedging transactions in respect of jet fuel are reflected under operating expenses and forward contracts for the purchase of foreign currency (including in connection with salary expenses) and interest rate swaps are reflected under financing expenses.

O. The basis for the recognition of revenues and the attribution of commissions to agents

- (1)** Revenues from sale of flight tickets are recorded as unearned revenues until the earlier of the time at which the service is provided or up to the end of a period of 2 years from the time of their sale.

Air passenger revenues also include revenues where the service is provided by the Company, whereas the sale of flight tickets is executed other airline companies.

Furthermore, air passenger revenues also include revenues deriving from code sharing agreements with other airline companies. In such cases, where the service is provided by the other airlines, while the sale is made by the Company, revenues are stated on a net basis, in other words, the Group collects the receipts that derive from the transportation of the passengers, it transfers the other airline company's share, and only records revenue in respect of the difference between them.

- (2)** The company implements IFRIC 13 – "Customer Loyalty Programs" in respect of the frequent flyer. Accordingly, service sales transactions in which the Group grants bonuses to its customers are treated as multi-component transactions, and the payment received from the customer is allocated to the various components of the agreement based on the fair value of the credit that is awarded. The consideration that is attributed to the bonus is recognized as income when the points are redeemed and the Company's fulfills its commitment to provide the service.

Revenues from the sale of frequent flyer club points to business partners are mostly recorded under unearned revenues until they are utilized.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

O. The basis for the recognition of revenues and the attribution of commissions to agents
(Continued)

- (3) Revenues from flying cargo is reflected as revenue in the statement of profit and loss when the service is provided
- (4) Agent's commissions, which are attributed referring to revenues that have not yet been recognized are recorded under "prepaid expenses" in the financial statements and will be recognized as selling expenses in the statement of profit or loss in parallel to the recognition of the revenue

P. Engine maintenance and refurbishment expenses:

Engine maintenance and refurbishment expenses, which do not constitute an overhaul, as aforesaid, are reflected in the statement of profit or loss when the maintenance or the refurbishment work is actually performed on the engines

In cases in which the Company has entered into agreements of an insurance nature, the Company records expenses in accordance with what is specified in the insurance agreements, and the cost of refurbishment is borne by the insurer

Q. Expenses for security for the Company's services:

The Company's contribution to the government's expenses for securing the Company's services are reflected in the statement of profit and loss as incurred, in accordance with the Company's share of those expenses

R. Leasing:

General

Leasing agreements are classified as financing leases when the terms of the contract transfer all of the significant risks and benefits that are derived from ownership to the lessee. All other leases are classified as operating leases

Financing leasing

In financing lease transactions in which the Group leases assets from a different entity, the Group recognizes an asset at the time of the beginning of the lease, in accordance with the lower of its fair value and the present value of the minimum lease payments. The commitment to transfer the minimum lease payments to the lessor is presented in the statement of financial position as a financial liability in respect of leasing. In subsequent periods, the routine payments in respect of the financial lease are allocated between the financing component and the liability component, in such manner that a fixed interest rate is received, which is calculated in accordance with the balance of the liability. The part that is allocated to the financing component is charged reflected in profit and loss

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

R. Leasing (Continued):

Operating leasing

Rental fee expenses in respect of operating leases (primarily the leasing of aircraft) are recognized on the basis of the straight-line method over the period of the lease. In leasing agreements where no leasing fee, or a reduced leasing fee, is paid at the beginning of the leasing period and where other benefits are obtained from the lessor over the length of the period of the duration of the lease, the Company recognizes expenses on a straight-line basis, over the period of the lease.

S. Provisions:

(1) General

Provisions are recognized where the Group has a legal or implied commitment, as the result of a past event, in respect of which it is expected that economic resources, which can be measured reliably will be expended in order to clear the commitment.

The amount that is recognized as a provision reflects management's best estimate of the amount that will be required to settle the commitment in the present at the time of the statement of financial position, taking the risks and uncertainties that are inherent in the commitment into account. Where the provision is measured using forecasts of the cash flows for the purpose of settling the commitment, the carrying value of the provision is the present value of the forecast cash flows.

Where any amount or part thereof, which is needed in order to settle the commitment in the present is expected to be reimbursed by a third party, the Group only recognizes an asset, in respect of the reimbursement, up to the level of the provision that has been recognized, when it is virtually certain that the indemnification will be received, and where it can also be measured reliably.

(2) Lawsuits

The financial statements include appropriate provisions in respect of lawsuits that have been filed against the Group companies, which in the opinion of the Group's management will not be dismissed or cancelled, even though these claims are refuted by the Group companies.

These lawsuits have been treated in accordance with IAS 37. In accordance with which, provisions are recorded in respect of claims that are likely to be realized (where the probability is higher than 50%), which in the opinion of the Group's management, based on the advice of its legal counsel, are appropriate in the circumstances of each and every case.

T. Share-based payments:

Share-based payments to employees, which are settled using equity instruments of the Group, are measured at fair value when they are granted. At the time of the grant, the Group measures the fair value of the equity instruments that are granted using the Black & Scholes model. Where the equity instruments that are granted do not vest until the employees complete a defined period of service, the Group recognizes the share-based payment arrangements in its financial statements over the length of the vesting period against an increase in equity, under "capital reserve on share-based payments". At the end of each reporting period, the Company estimates the number of equity instruments that are expected to vest.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

U. Deferred taxes:

The Group companies record deferred taxes in respect of timing differences between the value of assets and liabilities for tax purposes and their carrying values in the financial statements. The deferred tax balances (asset or liability) are calculated in accordance with the tax rates that are expected at the time that they are realized, based on the tax rates and tax laws that have been enacted, or whose enactment has been effectively completed, by the time of the statement of financial position. Deferred tax liabilities are generally recognized in respect of all timing differences between the value of assets and liabilities for tax purposes and their carrying value in the financial statements. Deferred tax assets are recognized in respect of all deductible timing differences up to the amount at which chargeable income is expected against which it will be possible to use the deductible timing difference.

Deferred tax assets and liabilities are presented after having been offset, where an entity has an enforceable legal right to offset tax assets against tax liabilities, and where they relate to taxes on income that are imposed by the same tax authority and the Group intends to settle the tax assets and liabilities on a net basis. The Company and a number of consolidated companies are assessed for income tax on a consolidated basis and accordingly the deferred tax assets and deferred tax liabilities of those companies are presented after having been offset.

The taxes that would apply in the event of the disposal of the investments in investee companies are not taken into account in the calculation of the deferred taxes, insofar as in the Group's management's assessment the timing differences that are the subject of those deferred taxes are under the Group's control and are not expected to reverse in the foreseeable future.

V. Employee benefits:

(1) Post-employment benefits

The Group's post-employment benefits include pensions, a severance pay liability, adjustment grants for senior employees, redemption of sick leave and certain benefits for the Company's retirees. Some of the Company's post-employment benefits are defined contribution plans and some of them are defined benefit plans. Expenses in respect of the Company commitment to deposit funds into a defined contribution plan are reflected in the statement of profit at the time that the labor services for which the Company is committed to execute the deposit are provided.

Expenses in respect of a defined benefit plan are recognized in the statement of profit or loss in accordance with the projected unit credit method, using an actuarial evaluation, which is performed at the end of each reporting period. The present value of the Company's commitment in respect of defined benefit plans is determined by discounting the future cash flows that are expected from the plan using the market yield of high quality corporate bonds that are denoted in the currency in which the benefits under the will be paid, and with periods to maturity that are almost identical to the forecast time at which the plan will be settled.

In accordance with the Group's accounting policy, the net interest cost is recorded (under salary expenses) in the statement of profit or loss and under other comprehensive earnings (See Note 21B(13) on the subject of position 21 – 1, which has been adopted by the Security Authority's accounting team. The existence of a deep market for high quality corporate bonds in Israel, including the accounting treatment of the transition from a discount rate that is appropriate for the market yields on government bonds to a discount rate that is appropriate for the market yields on high quality corporate bonds as from December 31, 2014).

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

V. Employee benefits (Continued):

(1) Post-employment benefits (Continued)

Actuarial gains and losses are reflected under other comprehensive income as they arise. Actuarial gains and losses that are reflected under other comprehensive income will not be reclassified to profit or loss at a later date.

The plan assets are measured at fair value. Interest income on the plan assets is determined on the basis of the discount rate (at the start of the period, in other words, in 2014, in accordance with the market yields for government bonds) of the commitment and is reflected in profit and loss as part of the net interest cost. The difference between the interest income on the plan assets and the overall yield on the plan assets is reflected under other comprehensive income and will not be reclassified profit or loss at a later date.

The Company's liability in respect of a defined benefit plan, which is presented in the Company's statement of financial position includes the present value of the commitment in respect of the defined benefit net of the fair value of the plan assets.

(2) Other long-term employee benefits

Other long-term employee benefits are benefits that are expected to be utilized or payable in a period that exceeds 12 months from the end of the period in which the service that gives entitlement to the benefit was provided.

Other employee benefits at the Company include a jubilee bonus. This benefit is reflected in the statement of profit or loss in accordance with the projected unit credit method, using actuarial evaluations, which are performed at the end of each reporting period. The present value of Company's commitment in respect of the said benefit is determined by discounting the future cash flows that are expected from the plan using market yields on high-quality corporate bonds (See Note 21B(13)), which are denoted in the currency in which the benefits will be paid, and with a term to maturity that is almost identical to their forecast settlement dates.

Actuarial gains and losses in respect of other long-term employee benefits are reflected in profit and loss as they arise.

(3) Short-term employee benefits

Short-term employee benefits are benefits that are expected to be cleared in full within 12 months from the end of the year in which the entitling service was provided by the employee.

Short-term employee benefits in the Company include the Company's commitment in respect of salaries and bonuses. These benefits are reflected in the statement of profit or loss as they arise. The benefits are measured at the level of the undiscounted amount, which the Company projects it will pay in respect of the realization of this entitlement. The difference between the short-term benefits to which an employee is entitled and the amount that has been paid for them is recognized as a liability.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 2 – Principal accounting policies (Continued)

V. Employee benefits (Continued):

(4) Vacations

In accordance with the Annual Vacation Law - 1951, the Company's employees are entitled to a number of paid vacation days for each year of work. In accordance with the said Law and an addition thereto, which was set in an agreement between the Company and the employees, the number of vacation days to which each employee is entitled is determined in accordance with the employee's length of service.

The Company expects that the unutilized vacation days as of the end of the year in which the service giving entitlement to the benefit was provided will not be utilized in full before the passage of 12 months from that date, and therefore the commitment in respect of the is measured as another long-term commitment, as detailed below.

With regards of the presentation of the liability in the statement of financial position, even though despite the fact that this liability is measured as a long-term benefit, the liability in respect of vacation leave is presented in current liabilities under employee benefit liabilities, because the Group does not have an unconditional right to defer the clearance of the liability to a time that is more than 12 months from the end of the reporting period.

(5) Early retirement plans

The Company's commitment in respect of early retirement plans is reflected in the statement of profit or loss where the Company is committed to a formal termination of employment program, which includes, at least, the location, the position and the estimated number of employees whose employment will be terminated, the benefits to which the employees whose employment is to be terminated are eligible and the time on which the plan will be implemented. Furthermore, the period of time needed of the implementation is to be such that it is unlikely that there will be significant changes to the plan. The amount of the benefits is determined using the discount rate for high quality corporate bonds (see Note 21B(13)). At the time of the recognition of the commitment, at which the Company has no possibility of retracting the offer, the Company recognizes a liability at its present value for the completion of the employees' pension payments until they reach the statutory retirement age, and the expenses are reflected in the statement of profit or loss at that time.

W. Earnings per share

The Company calculates the basic earnings per share in respect of the profit or loss that is attributed to the Company's shareholders by dividing the income or loss that is attributed to the holders of the Company's regular shares by the weighted average number of the regular shares in circulation during the reporting period. For the purposes of the calculation of the diluted earnings per share, the Company adjusts the profit or loss that is attributed to the holders of the regular shares, and the weighted average number of shares in circulation, for the impact of all potentially dilutionary shares.

X. The classification of interest paid, dividends paid and interest and dividends received in the statement of cash flows:

The Company classifies cash flows in respect of interest and dividends that it has received as well as the cash flows in respect of interest that has been paid as cash flows generated or absorbed by operating activities.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 3 - New Financial Reporting Standards and Interpretations that have been published

A. Standards, revisions of standards and new interpretations that affect the current period and/or previous reporting periods:

▪ **Revision to IAS 36 "Impairment of assets" (on the subject of disclosures regarding a recoverable amount)**

The revision clarifies the applicability and the extent of the disclosure requirements that are required for assets (including goodwill) or cash-generating units for which impairment in value has been recognized (or cancelled), and it also determines that the disclosure requirements for those assets or cash-generating units whose recoverable amount has been determined based on their fair value, will be substantially similar to the disclosures that are required for the fair value measurement in accordance with International Financial Reporting Standard IFRS 13 "Fair value measurement"

The Revision is being implemented retrospectively for annual reporting periods commencing on January 1, 2014

See Note 14E on the subject of impairment in the value of fixed assets

B. Standards, interpretations and revisions of standards that have been published and which are not yet in force and have not been implemented by the Group by way of early adoption, which are expected to or which might have an impact on future periods

▪ **The Revision of IFRS 8 "Operating segments"**

The Revision requires that disclosure be added in respect of the judgments that management has exercised when grouping operating segments for the purpose of their presentation as reportable segments, including an abbreviated description of the operating segments that have been grouped together and the issued that have been assessed in order to determine whether operating segments have similar economic characteristics. In addition, the Revision clarifies that a reconciliation is only required between the total assets of the reportable segments and the entity's assets if the segmental assets are routinely reported to the Chief Operational Decision Maker

The revisions are to be implemented retrospectively for annual reporting periods commencing on July 1, 2014, or thereafter

▪ **IFRS 9 "Financial derivatives"**

General

International Financial Reporting Standard IFRS 9 (2014 "Financial derivatives" (hereinafter – "The Standard")) is the final standard on financial derivatives. The Standard cancels the previous stages of IFRS 9, which were published in 2009, 2010 and 2013. The final standard contains provisions covering the classification and measurement of financial assets which have been amended by comparison to those that were published in the first stage in 2009, and which have been implemented by the Company and it also contains disclosure and measurement of financial liabilities and it proposes a more updated model that is based on principles in respect of hedge accounting and it presents a new model for the examination of an anticipated impairment loss, as detailed below

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 3 - New Financial Reporting Standards and Interpretations that have been published (Continued)

B. Standards, interpretations and revisions of standards that have been published and which are not yet in force and have not been implemented by the Group by way of early adoption, which are expected to or which might have an impact on future periods (Continued)

▪ **IFRS 9 "Financial derivatives"** (Continued)

In addition, the Standard cancels the interpretation in IFRIC9 – "Reassessment of embedded derivatives" The version of the Standard, which the Company currently implements is different from the final version of the Standard The Company will implement the provisions of the final standard, including the revision of the provisions that it currently implements, as from annual reporting periods commencing on January 1, 2018 or thereafter

Financial assets

The standard determines that the financial assets are to be recognized and measured as follows

- Debt instruments are to be classified and measured following their initial recognition under one of the following alternatives amortized costs, fair value through profit or loss, or fair value through other comprehensive income The determination of the measurement model is to be made taking the entity's business model in respect of the financial assets into account and in accordance with the characteristics of the contractual cash flows that derive from those financial assets
- It is possible to designate a debt instrument, which in accordance with the tests is measured at amortized cost or at fair value through other comprehensive income to fair value through profit or loss, however this is only where the designation eliminated an inconsistency in the recognition and measurement, which would have arisen were the asset to be measured at depreciation cost or at fair value through other comprehensive income
- Capital instruments are to be measured at fair value through profit or loss
- At the time of the initial recognition, it is possible to designate capital instruments at fair value through other comprehensive income Instruments that have been designated as aforesaid will no longer be subject to testing for impairment in value and the gain or loss in respect of them will not be transferred to profit or loss, including on their disposal
- Imbedded derivatives are not to be separated from the host contract to which the Standard applies Despite this, mixed contracts are to be measured in their entirety at amortized cost or at fair value, in accordance with the tests in the business model and the contractual cash flows
- Debt instruments are only to be reclassified where the entity changes its business model for the management of financial assets
- Investments in capital instruments for which no quoted price exists in an active market, including derivatives on those instruments are always to be measured at fair value The alternative of measurement in accordance with cost in certain circumstances has been cancelled However, the Standard notes that in specific circumstances cost may be a fair estimate of fair value

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 3 - New Financial Reporting Standards and Interpretations that have been published (Continued)

B. Standards, interpretations and revisions of standards that have been published and which are not yet in force and have not been implemented by the Group by way of early adoption, which are expected to or which might have an impact on future periods (Continued)

▪ **IFRS 9 "Financial derivatives" (Continued)**

Financial liabilities

The standard determines that the financial liabilities are to be recognized and measured as follows

- The change in the fair value of financial liabilities that are designated upon their initial recognition at fair value through profit or loss, which is attributed to changes in the credit risk of the liabilities, is to be reflected directly under other comprehensive income unless this reflection would create or increase an accounting mismatch
- Where financial liabilities are settled or cleared, the amounts that have been reflected under other comprehensive income are not to be reclassified to profit or loss
- All of the derivatives, whether assets or liabilities, are to be measured at fair value through profit or loss, including in respect of a derivative financial instrument, which constitutes a liability that is connected to an unquoted capital instrument, which cannot be measured reliably at fair value.

Hedging

The final standard determines new hedging provisions and it provides the possibility of electing whether to implement the new hedging provision, abbreviated details of which follow, or alternatively those that exist in accordance with IAS 39 as the accounting policy. When the hedging project is completed in the future, the IASB will reconsider the possibility of election for the said policy.

Three types of hedge accounting remain in place within the framework of the final standard: hedges of cash flows, fair value and the net investment in foreign operations. However, significant changes have been made in relation to the types of transactions that qualify for hedge accounting, especially the expansion of the risks that qualify for hedge accounting of non-financial items. Furthermore, changes have occurred in the manner in which forward contracts and derivative options are to be treated where they constitute hedging instruments.

In addition, some of the checks on the effectiveness of the hedging have been replaced with a more principle-based test relating to "economic ratios". The retrospective assessment of the effectiveness of the hedging will no longer be required.

The disclosure requirements in relation to the Company's risks management activity have been expanded within the framework of the new standard.

Impairment in value

The new model for impairment in value, which is based on anticipated credit losses, is to be implemented for debt instruments that are measured at amortized cost or at fair value through other comprehensive income, receivables for leasing, contract assets that are recognized under IFRS 15 and written commitments for the extension of loans and financial guarantee contracts.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 3 - New Financial Reporting Standards and Interpretations that have been published (Continued)

B. Standards, interpretations and revisions of standards that have been published and which are not yet in force and have not been implemented by the Group by way of early adoption, which are expected to or which might have an impact on future periods (Continued)

▪ **IFRS 9 "Financial derivatives"** (Continued)

The provision for impairment in value is to be in respect of anticipated losses in accordance with the probability of insolvency in the coming 12 months (in the coming year) or in accordance with the probability of insolvency over the lifetime of the instrument. The testing for the lifetime of the instrument is required if the credit risk has increased significantly since the time of the initial recognition of an asset. Another approach applies if the financial asset has been created or acquired in a state in which it is credit-impaired.

The Standard adds guidance regarding presentation and disclosure in connection with the impairment in value of financial instruments.

The timing of the entry into force and the possibilities for earlier adoption

The Standard will enter binding force for annual reporting periods commencing on January 1, 2018 or thereafter. The earlier adoption is possible.

In general, the provisions of the final standard in respect of financial assets and liabilities are to be implemented retrospectively. It is further determined that despite the retrospective implementation, the provisions that relate to hedging are generally to be implemented prospectively with limited retrospective implementation.

At this stage, the Company's management is unable to estimate the impact of the implementation of the Standard on its financial position and operating results.

▪ **IFRS 15 "Revenues from contracts with customers"**

The new standard determines a comprehensive and uniform mechanism, which arranges the accounting treatment of revenues deriving from contracts with customers. The Standard cancels International Accounting Standard IAS 18 "Revenue" and International Accounting Standard IAS 11 "Construction contracts" and the accompanying interpretations thereto. The core principle in the Standard is that the recognition of revenue is to reflect the transfer of the goods or the services to the customers in an amount that represents the economic benefits that the entity expects to receive in consideration for them. For this purpose, the Standard determines that revenue is to be recognized when the entity transfers the goods and/or the services that are enumerated in a contract with a customer to the customer in such manner that the customer obtains control over those goods or services.

The Standard sets a five-stage model for the implementation of this principle:

- 1 The identification of the contract (or contracts) with the customer
- 2 The identification of the performance commitment in the contract
- 3 The determination of the transaction price
- 4 The allocation of the transaction price to the performance commitment
- 5 Recognition of income where the entity completes the performance commitment

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 3 - New Financial Reporting Standards and Interpretations that have been published (Continued)

B. Standards, interpretations and revisions of standards that have been published and which are not yet in force and have not been implemented by the Group by way of early adoption, which are expected to or which might have an impact on future periods (Continued)

▪ **IFRS 15 "Revenues from contracts with customers"** (Continued)

The implementation of the model is dependent upon the specific facts and circumstances of the contract and it sometimes requires the broad exercise of judgment

In addition, the Standard sets broad disclosure requirements in respect of contract with customers, the significant estimates and the changes therein, which have been used in the implementation of the provisions of the Standard, which is in order to enable the users of the financial statements to understand the significance, the volume, the timing and the reliability of the revenues and of the cash flows deriving from contracts with customers

The Standard will enter binding force for annual reporting periods commencing on January 1, 2017 or thereafter. The earlier adoption is possible. In general, the Standard is to be implemented retrospectively, however entities will be entitled to elect for certain adjustments within the context of the Standard's transition provisions on the subject of its implementation in previous reporting periods

At this stage, the Company's management is unable to estimate the impact of the implementation of the Standard on its financial position and operating results.

Note 4 - Critical accounting judgments and key sources for estimates of uncertainties

A. General:

In the implementation of the Group's accounting policies, which are described in Note 2 above, the Company's management is required, in certain circumstances, to exercise broad accounting judgment in respect of estimates and assumptions in connection with the carrying values of assets and liabilities, which are not necessarily to be found in other sources. These estimates and the related assumptions are based on past experience and on other factors, which are deemed to be relevant. The actual results may well be different from these estimates.

The estimates and the underlying assumptions are reviewed regularly by management. Changes in the accounting estimates are only recognized in the period in which a change has been made in an estimate and the change only affects that period, or are they are recognized in the said period and in subsequent periods in cases where the change affects both the current period and the subsequent periods.

B. Critical accounting considerations and key sources for estimates of uncertainties:

(1) Provisions for legal proceedings

In order to review of the legal relevance of lawsuits that have been filed against the Company, as well as in order to determine the probability of their realization to the Company's detriment, the Company's management relies on opinions of legal and professional advisors. After the Company's advisors have formed their legal opinion and the Company's chances with regard to the subject matter of the lawsuit, whether the Company would have to bear its outcome or whether it can rebut it, the Company's management estimates the amount to be recorded in the financial statements, if any.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 4 - Critical accounting judgments and key sources for estimates of uncertainties (Continued)

B. Critical accounting considerations and key sources for estimates of uncertainties
(Continued):

(1) Provisions for legal proceedings (Continued)

Since the results of these lawsuits will be determined by the Court, the results may differ from the Company's estimates and thus have a material impact on the Company's financial position and its operating results

See Note 24C for details of lawsuits that have been quantified and which have not quantified in monetary sums, which are outstanding and pending against the Company as of December 31, 2014

(2) Employee Benefits

The present value of the Company's liability for the payment of severance pay, for a pension plan, vacation pay and for other employee benefits, is based on a large number of data, which are determined on the basis of an actuarial estimate, using a large number of assumptions, including regarding the discount rate. Significant changes in actuarial assumptions may affect the carrying value of the Company's liabilities for the payment of severance pay and pensions. The Company estimates the discount rate once a year, where as of September 30, 2014, the discount rate that was used was that for government bonds. As from these annual financial statements, following the decision that has been made by the Securities Authority regarding the existence of a deep market for bonds, the Company has based the discount rate on corporate bonds with a similar period. Other key assumptions have been determined based on the prevailing conditions in the market, and on the basis of the experience that the Company has accumulated. See Note 21 for additional details regarding the assumptions that the Company has used.

(3) Impairment in the value of aircraft

As stated in Note 2K above, where signs exist evidencing impairment in the value of a fleet of aircraft, the Company makes an estimate of the recoverable amount of that fleet of aircraft. The recoverable amount is the higher of the fair value of the aircraft less the selling costs and their value in use. In the evaluation of the value in use, the Company estimated the future cash flows that are expected to derive from the continuing use of the asset and from its disposal at the end of the period of its use, which are then discounted to their present values, using a discount rate that reflects the operating risk for the fleet of aircraft, which is based in the Company's weighted discount rate.

See Note 14E regarding the main assumptions that have been used in the calculation of the discounting of the cash flows. Significant changes in these assumptions, or in some of them, could have an impact on the recoverable amount of these aircraft.

(4) Frequent flyer programs

As stated in Note 2O, in order to determine the balance of the unearned revenues in respect of frequent flyer points that have accumulated as of the reporting date and which have not yet been exploited, the Company based its calculations on the selling prices of frequent flyer club points to business partners (after making adjustments) and on the Company's experience in respect of projections regarding the utilization of the points.

Changes in the management's estimates in respect of the value of the points could have an impact on the Company's revenues.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 4 - Critical accounting judgments and key sources for estimates of uncertainties (Continued)

B. Critical accounting considerations and key sources for estimates of uncertainties
(Continued):

(5) The useful lifetimes of fixed assets and spare parts

The Company's aircraft are depreciated over the balance of their useful lifetimes. Flight equipment such as accessories and spare parts is depreciated over the lifetime of the relevant fleet of aircraft. As stated in Note 21(2), the Company's management examines the useful lifetime of all fixed asset items once a year.

Actual changes in the balance of the useful lifetime will lead to changes in the depreciation rates.

(6) The fair value of financial instruments

The Company presents the derivative financial instruments at their fair value. As stated in Note 2L, the fair value of financial instruments that are classified as level two is based on the use of directly or indirectly observed data, direct or indirect, see Note 28L. Changes in the fair value of the derivative financial instruments have a significant impact on the Company's financial statements.

Note 5 - Immaterial adjustment of the comparative figures

Within the context of the preparation of the financial statements for the year 2014, the company examined the calculations of the liability for vacation and rest leave.

Within the context of this examination, it came to light that in some of the accumulated balances, where in management's assessment the balance of the vacation and leave for employees will not be utilized but rather will be redeemed on retirement, with provisions having been made for social benefits, to which the employees are not entitled when the balances redeemed.

The said adjustment reflects the cancellation of the said provisions for social benefits.

The impact of the said correction for the periods that are reported is insignificant and for the most part are reflected under the opening balance of the accumulated losses as of January 1, 2012.

A. The impact of the insignificant adjustment on components of the statement of financial position:

	As previously reported	The impact of the retrospective adjustment	After the impact of the retrospective adjustment
	Thousands of Dollars		
<u>As of December 31, 2013</u>			
Current employee benefit liabilities	109,551	(4,930)	104,621
Deferred taxes	38,778	1,306	40,084
Accumulated losses	(258,144)	3,624	(254,520)

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 5 - Immaterial adjustment of the comparative figures (Continued)

B. The impact of the insignificant adjustment on components of the statement of profit or loss: (Continued)

	As previously reported	The impact of the retrospective adjustment	After the impact of the retrospective adjustment
	Thousands of Dollars		
<u>For the year ended</u>			
<u>December 31, 2013</u>			
Operating expenses	(1,754,167)	1,339	(1,752,828)
Selling expenses	(204,807)	93	(204,714)
General and administrative expenses	(106,041)	235	(105,806)
Profit before taxes on income	37,545	1,667	39,212
Taxes on income	(12,103)	(442)	(12,545)
Profit for the year	25,442	1,225	26,667

	As previously reported	The impact of the retrospective adjustment	After the impact of the retrospective adjustment
	Thousands of Dollars		
<u>For the year ended</u>			
<u>December 31, 2012</u>			
Operating expenses	(1,701,669)	(267)	(1,701,936)
Selling expenses	(207,960)	(19)	(207,979)
General and administrative expenses	(96,371)	(47)	(96,418)
Loss before taxes on income	(23,095)	(333)	(23,428)
Tax benefit	5,142	88	5,230
Loss for the year	(17,953)	(245)	(18,198)

C. The impact of the insignificant adjustment on the opening balance of equity as of January 1, 2012:

	Equity Thousands of Dollars
Balance as of January 1, 2012	136,866
Insignificant adjustment of the comparative figures	2,644
Balance as of January 1, 2012 after the insignificant adjustment of the comparative figures	139,510

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 6 – Cash and cash equivalents

	As of December 31	
	2014	2013
	Thousands of Dollars	
Cash and bank balances	21,778	40,567
Short-term deposits	32,903	45,573
Total cash and cash equivalents	54,681	86,140

Note 7 – Restricted deposits

	As of December 31	
	2014	2013
	Thousands of Dollars	
Deposits charged in favor of jet fuel hedging transactions	34,611	-
Deposits that have been made available as collateral by the company in favor of a banking institution- see Note 20E(1)	5,000	8,050
Total charged deposits	39,611	8,050

Note 8 – Short-term deposits

As of December 31, 2014 – A Shekel denoted deposit with a value equivalent to \$8,382 thousand (including accrued interest), which is sourced in the consideration from exercises of options (Series 1), which the Company has received, which exceed the amount of the "deficit" in the severance pay fund of the entitled employees – as stated in Note 21C(3)b (as of December 31, 2013 the said deposit amounted to \$9,341 thousand)

Note 9 – Trade receivables**A. Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Open accounts	96,597	96,113
Credit card companies	27,660	26,840
Airlines (see 1 below)	1,974	7,406
	126,231	130,359
Less - provision for doubtful debts	(7,511)	(5,215)
	118,720	125,144

- 1 Most of the accounting between the airline companies is organized through the International Air Transport Association (IATA)'s clearing system

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 9 - Trade receivables (Continued)

A. Composition:

- 2 The average credit for Company services provided is 27 days (in 2013 27 days) During this period, the Group's customers are not charged with interest

The Company's trade receivables include several types of trade receivables in Israel and abroad IATA agents, non-IATA agents and business customers The quality of the credit of the IATA agents is determined in accordance with the banking clearing system parameters (BSP) for passenger agents and CASS for cargo agents overseas These bodies require bank guarantees for these agents in accordance with the IATA rules In addition, the Company holds insurance in respect of the credit risk of IATA agents in Israel This insurance does not cover all the Company's exposure to the credit risk Regarding non-IATA agents, the Company requires the provision of guarantees and/or collateral The Company holds credit risk insurance in respect of its business customers (ICIC)

The balance of the Group's trade receivables as of December 31, 2014 includes an amount of \$3,883 thousand, the repayment date of which has passed (as of December 31, 2013 \$3,269 thousand), however the Group, based on its past experience and on the quality of the receivables, has not recorded a provision for doubtful debts in respect of them, since they are collectable in its opinion The Group does not hold collateral in respect of these debts

The average debt period of the trade receivable whose repayment date has passed is 35 days as of December 31, 2014 (as of December 31, 2013 – 36 days)

- B. The aging of the customer debts where the credit days that have been set for them has been exceeded and for which no provision for doubtful debts has been recorded:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
0-30 days	2,052	1,916
31-60 days	1,382	770
61-90 days	13	194
Over 90 days	436	389
Total	3,883	3,269

- C. Movement in provision to doubtful debt:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Balance at the beginning of the year	5,215	4,296
Loss from impairment due to receivables	2,296	2,274
Doubtful debts erased	-	(1,355)
Balance at the end of the year	7,511	5,215

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 9 - **Trade receivables** (Continued)

C. Movement in provision to doubtful debt (Continued):

In the determination of the probability of settlement of trade receivables, the Group examines changes in the quality of the customer's credit from the time at which the credit was extended to the reporting date. There is limited concentration of credit risks in the light of the large customer base and because it is divided into various branches and geographical regions.

D. Age of trade receivable debts for which a provision for doubtful debts was made:

	As of December 31	
	2014	2013
	Thousands of Dollars	
0-30 days	-	-
31-60 days	-	-
61-90 days	152	133
Over 90 days	7,359	5,082
Total	7,511	5,215

Note 10 - **Other receivables**

Composition:

	As of December 31	
	2014	2013
	Thousands of Dollars	
Government institutions	12,290	13,754
Deposits at trade payables	3,013	3,096
Other receivables	4,480	5,294
	19,783	22,144

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 11 – Prepaid expenses

Composition:

Current

	As of December 31	
	2014	2013
	Thousands of Dollars	Thousands of Dollars
Commissions on unused flight tickets	14,775	15,370
Frequent flyer point commissions	963	1,383
Aircraft and engine leases	5,123	5,833
Others	5,604	4,403
	<u>26,465</u>	<u>26,989</u>

Non-Current

Frequent flyer point commissions	2,057	2,177
Aircraft leases	7,278	7,467
	<u>9,335</u>	<u>9,644</u>

Note 12 – Inventory

Composition:

	As of December 31	
	2014	2013
	Thousands of Dollars	Thousands of Dollars
Jet fuel for consumption	5,778	10,656
Materials and foodstuff	10,879	*9,625
Chemicals	3,832	3,341
Other	94	176
	<u>20,583</u>	<u>23,798</u>

* Reclassified from fixed assets to inventory

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 13 - Investment in investee companies

A. Subsidiaries:

Details of the Group's consolidated companies:

Name of the company	Country of incorporation	Holding Rate in the Rights of the Capital of Subsidiary		The scale of the investment in the subsidiary company (*)	
		As of December 31		As of December 31	
		2014	2013	2014	2013
		%	%	Thousands of Dollars	
Held Directly					
Tamam (1)	Israel	100%	100%	1,283	1,309
Borenstein (2)	U S A	100%	100%	4,910	4,828
Superstar (3)	United Kingdom	100%	100%	(160)	(198)
Sun D'Or (4)	Israel	100%	100%	3	3
Katit (5)	Israel	100%	100%	-	-

(*) The extent of the investment in a directly held company is calculated as a net amount based on the consolidated financial statements, of the total assets less the total liabilities, as attributed to the shareholders in the parent company, with the addition of loans that have been extended to the investee companies

(1) Tamam Aircraft Food Industries (BGN) Ltd. ("Tamam")

Tamam is primarily engaged in the production and supply of prepared kosher meals for airline companies. The majority of Tamam's sales are to the Company with a minority of them being made to other airlines and customers. Tamam provides the Company with catering and food services on its aircraft at prices that are set between the parties.

In accordance with an agreement with the Israel Airports Authority (hereinafter – "The Authority"), Tamam is authorized to use an area that is owned by the Authority in consideration for agreed authorization fees, which are derived from Tamam's turnover.

In May 2014, the Airports Authority published a tender for the receipt of up to three authorizations for the production, transportation, unloading, loading and supply of food and ancillary products for aircraft. Within the framework of this tender, the concession holders will be required to build and operate a building to provide food for aircraft for a period of 25 years (including the construction period). In the wake of this tender, in Tamam's assessment it will have to vacate its plant from its present location and to move to the new location. The transition is not expected to take place before 2018.

(2) Borenstein Caterers Inc. (USA) - ("Borenstein")

The principle activity of Borenstein, which is registered in the United States and which operates out of New York's JFK airport, is in the production and delivery of prepared kosher meals for airline companies and other institutions. The Company is Borenstein's main customer, and all of its shares are held by the Company.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 13 - Investment in investee companies (Continued)

A. Subsidiaries (Continued)

(3) Superstar Holidays Ltd. (England) – ("Superstar")

Superstar – a company that is registered in England and Wales, which is wholly owned by the Company, is a tourism wholesaler, which markets tourism packages as well as airline tickets to travel agents and individual travelers. Superstar has branches in a number of cities overseas.

(4) Sun D'Or International Airlines Ltd. ("Sun D'Or")

The Group's charter operation are carried out through Sun D'Or. Sun D'Or operates as a tourism organizer for wholesalers and individuals and it markets charter flights and scheduled flights, both by leasing capacity on entire aircraft to a third party or capacity on parts of an aircraft to a number of partners at pre-agreed prices, or by direct sales.

Since 2011, Sun D'Or has been operating as a tourism organizer, whilst maintaining the "Sun D'Or" brand on the schedule flights and the charter flights that it markets and which are executed by the Company (mid-week) and by other airline companies (for flights on weekends and on Jewish festivals).

(5) Katit Ltd. ("Katit")

Katit is a wholly owned subsidiary company of the Company, which operates several restaurants for the Company's employees at Ben Gurion Airport, kiosks in the Company's office buildings and the King David Lounge at Ben Gurion Airport.

In consideration for the services that Katit provides to the Company, the Company covers Katit's surplus of operating costs over its income that has arisen in each period.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 13 - Investment in investee companies (Continued)

B. Affiliated companies:

- (1) **Affiliated companies whose financial statements have not been attached to the Company's financial statements:**

Names of associated companies, whose financial statements of have not been attached to the Company's statements:	Reason the financial statements of the associates were not attached
Cargo Terminals and Handling Ltd (Maman)	Public company

The composition of the investments that are treated under the equity method of accounting:

	As of December 31	
	2014	2013
	Thousands of Dollars	
Maman	16,091	16,809
Kavei Chufsha Ltd	1,015	834
Air Tour	13	13
Aki	4	4
Total	17,123	17,660

The composition of the investment in Maman:

	As of December 31	
	2014	2013
	Thousands of Dollars	
Cost of the shares	12,135	12,135
Option warrants exercisable into shares	2,290	1,864
The Company's shares of the accumulated post-acquisition profits, less dividends received, net of tax	2,343	1,371
Capital reserve on translations differences	(677)	1,439
Total investment in Maman	16,091	16,809

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment**A. Composition:**

	Buildings and installations⁽¹⁾	Aircraft and flight equipment⁽²⁾	Payments on account of aircraft and engines⁽³⁾	Machinery and ground equipment	Co an fu
	Thousands of Dollars				
Cost					
As of January 1, 2014	119,089	1,980,850	79,806	65,021	
Classification	-	53,370	(53,370)	-	
Additions	4,563	107,464	50,758	3,347	
Disposals	-	(87,306)	-	(2,236)	
As of December 31, 2014	123,652	2,054,378	77,194	66,132	
Accumulated depreciation					
As of January 1, 2014	86,804	960,183	-	56,538	
Annual depreciation	3,521	97,579	-	1,300	
Disposals	-	(60,078)	-	(1,060)	
As of December 31, 2014	90,325	997,684	-	56,778	
Net book value:					
As of December 31, 2014	33,327	1,056,694	77,194	9,354	

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)**A. Composition** (Continued):

	Buildings and installations⁽¹⁾	Aircraft and flight equipment⁽²⁾	Payments on account of aircraft and engines⁽³⁾	Machinery and ground equipment	Co an fu
	Thousands of Dollars				
Cost					
As of January 1, 2013	116,511	2,214,335	68,311	63,589	
Classification	-	38,118	(38,118)	-	
Additions	2,578	108,737	49,613	1,966	
Disposals	-	*(380,340)	-	(534)	
As of December 31, 2013	119,089	1,980,850	79,806	65,021	
Accumulated depreciation					
As of January 1, 2013	83,503	1,202,453	-	55,746	
Annual depreciation	3,301	92,257	-	889	
Disposals	-	(334,527)	-	(97)	
As of December 31, 2013	86,804	960,183	-	56,538	
Net book value:					
As of December 31, 2013	32,285	1,020,667	79,806	8,483	
Annual depreciation rates	5% - 8%	See B2	-	5% - 20% (Primarily 10%)	5% (F
*	Reclassified				
(1)	See H below				
(2)	See B below				
(3)	See C below				

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)**B. Boeing aircraft and flight equipment****(1) Composition:**

Number operated	The fleet of aircraft and model	2014			2 0 1 3		
		Cost	Accumulated Depreciation	Balance	Cost	Accumulated Depreciation	Balance
		Thousands of Dollars					
As of December 31, 2014							
6	747-400						
	Passenger aircraft	488,643	382,165	106,478	487,721	353,738	133,983
	Replacement engines	8,249	7,180	1,069	8,249	6,907	1,342
	Engine overhauls	56,700	-	56,700	62,700	3,633	59,067
		<u>553,592</u>	<u>389,345</u>	<u>164,247</u>	<u>558,670</u>	<u>364,278</u>	<u>194,392</u>
12	737-700/800/900 (2)						
	Passenger aircraft (3)	453,430	123,262	330,168	365,027	101,656	263,371
	Replacement engines	5,961	1,400	4,561	5,961	1,104	4,857
	Engine overhauls	67,940	26,985	40,955	51,362	25,722	25,640
		<u>527,331</u>	<u>151,647</u>	<u>375,684</u>	<u>422,350</u>	<u>128,482</u>	<u>293,868</u>
2	767-200						
	Passenger aircraft (4)	11,520	4,992	6,528	43,648	42,746	902
	Replacement engines	-	-	-	-	-	-
	Engine overhauls	-	-	-	-	-	-
		<u>11,520</u>	<u>4,992</u>	<u>6,528</u>	<u>43,648</u>	<u>42,746</u>	<u>902</u>
6	777-200 (5)						
	Passenger aircraft	670,260	286,977	383,283	669,059	256,741	412,318
	Replacement engines	11,395	5,828	5,567	11,395	5,186	6,209
	Engine overhauls	31,121	-	31,121	31,121	-	31,121
		<u>712,776</u>	<u>292,805</u>	<u>419,971</u>	<u>711,575</u>	<u>261,927</u>	<u>449,648</u>
26		<u>1,805,219</u>	<u>838,789</u>	<u>966,430</u>	<u>1,736,243</u>	<u>797,433</u>	<u>938,810</u>
Accessories and Spare Parts - General		249,159	158,895	90,264	*244,607	162,750	81,857
		<u>2,054,378</u>	<u>997,684</u>	<u>1,056,694</u>	<u>1,980,850</u>	<u>960,183</u>	<u>1,020,667</u>

* Reclassified

(1) See Note 14D(2) in respect of the sale of engines

(2) Includes three aircraft that are held under finance leasing

(3) See Note 14D(1) in respect of the purchase of new 737-900ER aircraft

(4) See Note 14D(3) and (4) in respect of purchases of 767-300 aircraft

(5) Includes three aircraft that are held under finance leasing

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)

B. Boeing aircraft and flight equipment (Continued)

(2) Depreciation Rates

The annual depreciation rate of each aircraft is determined taking into account its residual value, as appears in generally acceptable pricelists for aircraft, which estimate the value of the aircraft for the year in which management assesses that Company will cease to use the aircraft

The following are the average annual depreciation rates for the fleets of aircraft in relation to cost (after the deduction of the residual value) for 2014

<u>Aircraft Fleet</u>	<u>Average Annual Depreciation Rate</u>
737	6.5%
747-400	6.8%
777	5.5%

As of December 31, 2014, the balance of the remaining operational years remaining for the Company's aircraft fleets is between one year and 20 years

The annual depreciation rate for the replacement engines (the body of the engine) has been determined in accordance with the average number of years remaining for the fleet of aircraft to which the engines are allocated

General engine refurbishments ("Overhauls") are depreciated in accordance with the potential engine hours that the overhaul has afforded the engine, and in accordance with the estimated forecast engine hours for the relevant aircraft fleet in the coming years

As of December 31, 2014, the balance of the remaining years for general engine overhauls ranges between 3 months and 11 years

Accessories and spare parts that are attributed to a specific aircraft fleet are depreciated over the average remaining lifetime of that fleet. Accessories and spare parts that are not attributed to a specific fleet are depreciated in accordance with the average remaining lifetime of the Company's entire fleet

C. Payments on account of aircraft and flight equipment:

	<u>As of December 31</u>	
	<u>2014</u>	<u>2013</u>
	<u>Thousands of Dollars</u>	
Advance payment on account of the future purchase of aircraft from Boeing, see Note 14D(1)	76,104	79,526
Others	1,090	280
	<u>77,194</u>	<u>79,806</u>

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)

D. Agreement for the purchase and sale of aircraft and engines:

- (1) In February 2011, an agreement was signed with "Boeing" the aircraft manufacturer for the purchase of four new Boeing 737-900ER type aircraft and two additional aircraft of the same model, which can be converted into purchase options. Furthermore, the Company was granted an option to purchase two additional aircraft of that model. In addition, the Company's Board of Directors approved the purchase of an engine, which will be used as an additional reserve engine for the aircraft fleet from CFM International SA. In this agreement, the Company was granted conversion rights to other models as well as ancillary rights. The overall value of the agreement is estimated at between \$215 million and \$320 million (respectively for four to six aircraft, in accordance with what is actually purchased, without the option). Furthermore, the parties agreed upon conditions for the use of advances that had been paid to Boeing by the Company in respect of previous agreements.

The first and second aircraft were received by the Company in October and in November 2013.

The third and fourth aircraft of this model were received in March and in July 2014.

In July 2012, an agreement was signed confirming the purchase of two additional Boeing 737-900ER type aircraft (hereinafter "The fifth and sixth aircraft"). This purchase constitutes a waiver of the Company's conversion right from purchase to an option for the purchase of the fifth and sixth aircraft and it advanced the time at which the option expired on October 15, 2012.

In October 2012, an amendment to the agreement was signed, the subject of which was the advancement of the time at which the fifth aircraft will be received from October 2015 to March 2015 as well as the adjustment of the terms for the payment of the advances (PDPs) for the fifth aircraft while changing the payment dates in accordance with the terms that had been agreed by the parties.

On October 22, 2013, the Company's Board of Directors gave approval for the exercise of the option for the purchase of two additional 737-900ER type aircraft from Boeing ("The option aircraft").

The approval of the purchase of the option aircraft constitutes the completion of an overall purchase transaction opposite the aircraft manufacturer, Boeing for eight 737-900ER type aircraft, a signed in February 2011.

The value of the option aircraft agreement is similar to previous transactions for those aircraft, and reflects an average market value of aircraft of this model and of a similar production year, in accordance with generally accepted industry pricelists and subject to adjustments and investments as have been agreed by the parties, including the linkage of the prices of the aircraft, in an agreed linkage formula.

The option aircraft are planned to be received by the Company in February and in March 2016.

After the reporting date, in March 2015, the Company signed on agreements for the receipt of an additional aircraft of the same model as the fifth, which will join the Company's fleet of narrow body aircraft. The aircraft of this type are operated on short and medium range routes.

See Note 20 for details regarding the financing of these aircraft and the loans facility for the purchase of aircraft.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)

D. Agreement for the purchase and sale of aircraft and engines (Continued):

- (2) In February 2014, the Company executed a transaction with an international company for the sale of two engines (hereinafter- "The engines"), which the Company was holding and for their leasing by the Company

The overall consideration in respect of the engines is approximately \$7 million (hereinafter- "The consideration") The consideration was determined in accordance with generally accepted pricelists in the industry for engines of an identical type and age and in accordance with the state of their maintenance at the time of the delivery and it was paid at the time of the delivery The lease is for a period of 30 months for one of the engines and 20 months for the second engine (hereinafter "The lease period") The Company has been granted an option for the extension of the lease period for a period until the planned refurbishment time of each of the engines The Company recorded a capital gain of approximately \$4.6 million in respect of the execution of the transactions, which has been recorded under other income The lease has been classified as an operating lease in the financial statements

- (3) In March 2014, the Company completed a transaction for the purchase of a Boeing 767-300 type aircraft (EAJ) from a foreign company, from which the Company had leased the aircraft in the past ten years The Company is paying an amount of \$4.75 million for the aircraft, in 24 monthly payment, which started in January 2014 As of December 31, 2014, a balance of approximately \$2.2 million has not yet been paid and this has been recorded under other payables in the statement of financial position
- (4) In November 2014, the Company completed a transaction for the purchase of a Boeing 767-300 type aircraft (EAP) from a foreign company, from which the Company had leased the aircraft in the past eight years The purchase of the aircraft was executed for an immaterial consideration
- (5) See Note 37C in connection with the signing of an agreement for the sale of engines dated January 26, 2015

E. Impairment in the value of aircraft

- (1) In a fleet of aircraft, where signs exist evidencing an impairment in value, the Company makes an estimate of the recoverable amount of that fleet of aircraft The recoverable amount is the higher of the fair value of the aircraft, less leasing costs, and their value in use

When estimating the value in use, the Company estimates the future cash flows that are expected to derive from the continuing use of an asset and from its disposal at the end of the period of use, which it discounts to their present value using a discount rate that reflects the operating risk in respect of the fleet of aircraft, which is based on the Company's weighted discount rate

- (2) Within the context of the financial statements as of March 31, 2014, the Company tested the recoverable amount of two fleets of aircraft, for which signs of impairment in value had been identified The 777-200 fleet and the 747-400 fleet

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)

E. Impairment in the value of aircraft (Continued)

(2) Continued)

The main assumptions that were made in the calculation of the value in use as of March 31, 2014, are as follows

- (a) The contribution that is expected from the fleet of aircraft is based on the actual results for the first quarter of 2014 and an estimate of the results for the following quarters of 2014 (less theoretical tax), as projected forwards over the economic lifetime of each fleet of aircraft, without any change, unless explicitly stated otherwise
- (b) The useful lifetime of the 777-200 fleet is 9 years of operations on average and that of the 747-400 fleet is 5 years of operations on average
- (c) The weighted average post-tax discount interest rate is 5.5% as weighted for a pre-tax discount interest rate of 20% for the 747-400 fleet and 13% for the 777-200 fleet

It was found in the testing that the recoverable amount of the said aircraft fleets exceeded their net book values as of that time

- (3) As of December 31, 2014, the external sources of information did not indicate a worsening by comparison to the information that was used in the examination that was conducted in March 2014, see above. There is no significant change in the market interest rates and in accordance with the new pricelist that has been published (which is published every six months), the decrease in the market value by comparison with the previous pricelist, which had been published was lower than the decrease in the net book value in the accounting records as a result of the recording of depreciation in the period, and in addition no internal sources of information have been found. An estimate of the annual contribution of the aircraft fleets (after eliminating non-recurring impacts as a result of Operation Protective Edge) is not significantly different by comparison with the contribution that was received at the time of the last evaluation as of March 31, 2014. Furthermore, no change has occurred in the forecast times at which the fleets of aircraft will be taken out of service.

In accordance with the foregoing, it has been decided not to make an estimate of the recoverable amount.

F. The ratio of the balance of the loans to the collateral:

As of the date of this report, no gap exists in the ratio of the balance of the loan to the collateral. See Note 20E(1).

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 14 - Fixed assets and flight equipment (Continued)

G. Uncharged assets

The overall value of the Group's fixed assets is approximately \$1,188 million as of December 31, 2014

The Group's main assets are aircraft, replacement engines and advance payments on account of future aircraft purchases, the net book value of which is approximately \$1,044 million as of December 31, 2014. The net book value of the Group's main assets, as aforesaid, that are not charge to a third party amounts to a total of approximately \$6 million. In addition, as of the date of the statement of financial position, the Group has parts and fixed assets in an amount of approximately \$144 million, which are free of any lien.

H. Buildings and installations:

	As of December 31					
	2014			2013		
	Cost	Accumulated Depreciation	Balance	Cost	Accumulated Depreciation	Balance
	Thousands of Dollars					
Building, aircraft hangers, warehouses, workshops and offices at Ben Gurion Airport	83,832	54,559	29,273	80,162	52,133	28,029
Leasehold improvements of rented offices	25,206	21,843	3,363	24,374	20,824	3,550
Freehold offices	3,090	2,399	691	3,029	2,323	706
Passenger and cargo terminals	11,524	11,524	-	11,524	11,524	-
	123,652	90,325	33,327	119,089	86,804	32,285

I. Assets charged as collateral

See Note 36 below for details regarding the Group's assets that are charged as collateral for the Group's liabilities.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 15: - Intangible assets**Composition:**

	Usage Rights to Security Equipment (*)	Software (**)	Total
	Thousands of Dollars		
<u>Cost</u>			
Balance as of December 31, 2014	4,545	16,730	21,275
<u>Net book value</u>			
As of December 31, 2014	771	8,525	9,296
<u>Cost</u>			
Balance as of December 31, 2013	4,545	13,699	18,244
<u>Net book value</u>			
As of December 31, 2013	1,043	7,598	8,641
Annual depreciation rate	7%-20%	20%	

(*) Usage rights for security equipment

The Company pays a proportionate share of the Israeli government's security costs for security for the Company's passengers and aircraft from acts of war and terror, as set from time to time in Government resolutions. Accordingly, the Company records the payments made for its share of the financing of the protection systems and security inspection equipment under intangible assets. The Company has an arrangement with the Ministry of Defense, in accordance with which this equipment will be used exclusively by the Company throughout its anticipated useful economic life.

() Software:**

This section primarily covers the following systems

The SAP Project, Amadeus Project, SIS Project and payments on account of the Control 200 Project

- Stage A of the SAP - ERP systems, the implementation of the financial module has ended and the company started to use the system on January 1, 2013. This stage primarily includes the main ledger, the payments system (AP) and the receipts system (AR) in the head office and in the Company's representative offices. Additional stages, which are in the implementation stage, include purchasing and budgetary control, credit card reconciliations and other issues.
- The Amadeus system – the flight ticket booking system
- The SIS system – an inter-airline accounting system
- Payments on account of the "Control 2000" system – an operations control system
- Payments on account of the Amos system – an aircraft maintenance management system

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 16 - Short-term credit and current maturities**A. Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Current maturities of long-term loans and others	134,416	157,426
Overdrafts from banking entities	20,232	7,465
	<u>154,648</u>	<u>164,891</u>
Annual interest (as a %)	<u>0.2 – 5.4</u>	<u>0.2 – 6.1</u>

B. Liens and collateral – see Note 36**Note 17 - Means of financing**

As of December 31, 2014, the Company has guaranteed credit facilities from Israeli banking corporations for current activity in an amount of approximately \$26 million with a further approximately \$2 million for activity on its current loan account

Independently, facilities exist for dealing room activities for the hedging in the fields of jet fuel, foreign currency and interest with a capacity of \$66 million

As of December 31, 2014, the Company has made additional collateral of approximately \$35 million available against its hedging transactions

Note 18 - Trade payables**A. Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Open accounts	145,152	122,915
Airlines	748	3,393
	<u>145,900</u>	<u>126,308</u>

B. The average credit period granted as a result of goods purchasing is 39 days (2013 42 days), for which the Group does not pay interest

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 19 - Other payables**A. Current liabilities****Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Airport taxes payable	33,615	26,113
Payables for flight legs on foreign airlines that have not yet been exercised	12,823	*14,161
Interest payable on long term loans	1,975	2,173
Deposits received for passenger groups	2,980	2,627
Payables for cargo claims	1,669	1,435
Other payables	10,998	7,606
	<u>64,060</u>	<u>54,115</u>

B. Non-current liabilities**Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	Thousands of Dollars
Payables for cargo claims	2,260	4,271
Lease incentives (see Note 23D)	4,437	4,437
	<u>6,697</u>	<u>8,708</u>

* Reclassification to deferred income in respect of revenues that will be transferred to foreign companies

Note 20 - Long-term loans**A. Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Loans at variable interest	414,524	483,164
Loans at fixed interest	239,464	165,709
	653,988	648,873
Less – current maturities	(134,416)	(157,426)
	519,572	491,447
Less – balance of loan arrangement costs	(20,710)	(15,536)
	<u>498,862</u>	<u>475,911</u>
Annual interest from banks and others (as a %)	<u>0.2 – 5.4</u>	<u>0.2 – 6.1</u>
Effective annual interest from banks and others (as a %)	<u>1.1 – 6.1</u>	<u>0.2 – 5.9</u>

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 20 - Long-term loans (Continued)

B. Additional information:

- (1) On March 10, 2014, the Company, through a Canadian bank, completed the issuance of bonds on the capital market in the United States for the purpose of purchasing two additional 737-900ER type aircraft (aircraft 3 and 4), the first of which was delivered to the Company in March 2014 and the second of which was delivered in July 2014 ("The aircraft" and "The time of the delivery of the aircraft", respectively)

The bonds were issued by a special purposes company ("SPC") by the name of Rimon LLC, which was incorporated within the context of the financing transaction, and which is not owned by the Company, in an overall amount of approximately \$94.5 million ("The amount of the issue") The bonds bear interest at a fixed annual rate of 2.623% ("The interest") and they are being repaid in 49 quarterly payments of interest and principal, over a period of approximately 12 years

The repayment of the said bonds is collateralized by a guarantee from the Export Import Bank of the United States (hereinafter "Ex-Im") The aircraft are owned by the SPC and are charged under a lien agreement

In the event that the bonds are not repaid by the Company, and Ex-Im's guarantee is exercised, Ex-Im will dispose of the aircraft and will repay the balance of the bonds In the event that the money from the disposal of the aircraft is not sufficient to cover the amount of the guarantee that has been exercised, the Company will be required to repay the balance of the debt to Ex-Im, as is customary in transactions for the financing of aircraft

The issue process was completed in accordance with the terms that are detailed in the issue documents and in the documents covering the financing transaction, which include, inter alia, commitments and representations by the Company, as is customary in transactions of this type The funds from the issue were used to pay for the aircraft at the time that they were delivered

On March 25, 2014, upon the Company's signing on the acceptance documentation for the third aircraft, an amount of approximately \$47.1 million was paid out of the funds received from the issue On July 9, 2014, upon the receipt of the fourth aircraft, the balance of the amount that had been raised was paid to Boeing and in order to repay the loan that had been taken up to finance the advance payment for that aircraft

- (2) In August 2012, the Company signed on a loan agreement with a wholly owned subsidiary of Boeing, the manufacturer of the aircraft In accordance with the loan agreement, the making available of the loan to the Company was conditional, inter alia, on the conditions that are detailed below the signing on the agreement by December 31, 2012, or at such later time as might be agreed by the parties, for the leasing of two 787 type aircraft, or alternatively, on an agreement for the purchase of one or more 787 type or 777 type aircraft Insofar as the Company does not comply with this term, and/or insofar as the Company were to breach agreements for the purchase other aircraft from Boeing, which have not yet been received by the Company, then under the agreement, the lender will be entitled to demand the immediate repayment of the loan, including the interest and the margin in respect of it, together with a repayment commission

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 20 - Long-term loans (Continued)

B. Additional information (Continued):

(2) (Continued)

The time by which the agreement for the sale or purchase of the aircraft is to be signed, as detailed above, has been extended a number of time with the agreement of the parties and it has been set at June 30, 2015. Accordingly, this loan has been presented under short-term loans (the balance of the loan is approximately \$28 million).

- (3) On September 23, 2014, the Company completed a transaction with a foreign bank for the receipt of credit of up to \$47.4 million for the financing of advances for two 737-900 type aircraft: aircraft number 5, which was received in March 2015 and aircraft number 6, which is planned to be received in February 2016.

The loans in respect of the advances are at a variable interest of LIBOR with the addition of a margin.

The loan in respect of the advances for aircraft number 5 was repaid on the day on which the aircraft was received, in March 2015. The loan in respect of the advances for aircraft number 6 will be repaid on the day on which it is received, by means of the receipt of long-term financing, when it is received.

As of December 31, 2014, the Company has received an amount of \$9.0 million from the foreign bank in respect of aircraft number 6.

- (4) On October 29, 2014, the Company completed a transaction with a foreign bank for the receipt of credit of up to \$48.1 million for the financing of advances for two 737-900 type aircraft: aircraft number 7, which is planned to be received in February 2016 and aircraft number 8, which is planned to be received in March 2016.

The loans in respect of the advances are at a variable interest of LIBOR with the addition of a margin and they will be repaid on the days on which each of the aircraft are received, by means of the receipt of long-term financing, when it is received.

As of December 31, 2014, the Company has received an amount of \$16.8 million from the foreign bank in respect of these aircraft.

- (5) See Note 37F in connection with the Company's signing with a Canadian bank on agreements for a long-term financing transaction for a Boeing 737 900ER type aircraft (number 5), which was signed on March 5, 2015.

C. See Note 28G on the subject of hedging transactions to fix variable interest rates

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 20 - Long-term loans (Continued)

D. Early repayment

Most of the loans that are outstanding as of December 31, 2014 may be repaid early by the Company. Furthermore, some agreements for the loans that have been taken up by the Company include a right for the bank to require the immediate repayment of the balance of the loan vis-à-vis the relevant bank on the occurrence of events such as mergers or transfers of control without the bank's written consent in advance, and they also include the bank's right to demand the immediate repayment of the balances of the loan in the event of the other standard occurrences as is customary in financing transactions.

E. Restrictions and financial covenants for long-term loans:

(1) The ratio between the balances of the loan and the collateral:

Some of the credit agreements set a ratio between the balance of the debt to the bank and the market value of the aircraft that are charged of between 65% and 80%* - see the table which follows. An examination of compliance with the ratio will be made once a year (in some agreements – twice a year) based on certain international professional publications, which have been stipulated. Furthermore, the Company has undertaken that if the actual ratio is lower than the abovementioned ratio, the Company will make additional collateral available, or it will advance the repayments of the liabilities to the banking entities in order to be in compliance with the required ratio.

The Company has made aircraft that are in its possession available as additional collateral for loans that have taken up by the Company to finance its fleet of aircraft, see Note 36 for further details.

The characteristics of the loans	The volume of the loans	Unpaid balance	Aircraft as collateral	The starting date for the loan	The final repayment date for the loan	The required ratio of the uncleared balance to the value of the collateral
	Thousands of Dollars					
Local banking institution (**)	490,000	149,300	3 777-200 aircraft, 3 737-800 aircraft, 1 737-700 aircraft 2 747-400 aircraft (*)	13/01/2000	27/07/2017	80%
Local banking institution	150,000	25,000	1 747-400 aircraft 1 737-700 aircraft (***)	20/05/1999	16/08/2017	65%

(*) With the exception of one 747-400 aircraft, which has been taken as collateral at a ratio of 50%

(**) A cross default mechanism exists between the various loans of the same banking institution

(***) A deposit in an amount of \$5 million serves as additional collateral in favor of the banking entity

As of December 31, 2014 and at a time shortly before the date of the publication of the financial statements, the Company was in compliance with the required loans to securities ratio.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 20 - Long-Term Loans (Additional)**E. Restrictions and financial covenants of long-term loans** (Continued):**(2) Arrangements with banks prior to the timing of the privatization:**

In 2004, the Company's management made an approach to Bank Leumi Le-Israel Ltd (hereinafter "Leumi") requesting that it agree that the transfer of the control in the Company to Knafaim Ltd would not afford Leumi the right to make the credit that Leumi had made available repayable immediately. In this connection, Leumi informed the Company that it had no objection to the change in control in the Company such that Knafaim would increase its holding rate in the Company in such manner that it would become the controlling interest in the Company.

F. Liens and collateral – see Note 36**Note 21 - Employee benefit liabilities****A. Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Post-employment benefits as part of a defined benefit plan:		
Retirement benefits	8,466	8,324
Liability in respect of retirement and severance pay	(59,657)	(54,184)
Pension funds	25,143	16,094
Redemption of sick leave	39,015	43,548
	<u>12,967</u>	<u>13,782</u>
Other long term employee benefits:		
Benefits in respect of a jubilee grant	947	1,037
Other	943	938
	<u>1,890</u>	<u>1,975</u>
Termination of employment benefits		
Voluntary retirement plans	<u>(994)</u>	<u>(1,041)</u>
Short term employee benefits:		
Wages, salaries and social benefits	47,861	49,725
Vacation and rest days	47,703	*54,896
	<u>95,564</u>	<u>104,621</u>
Presentation in the statements of financial position:		
Assets in respect of employee benefits:		
Non-current, net	<u>67,152</u>	<u>62,544</u>
Employee benefit liabilities:		
Current	95,564	*104,621
Non-current, net	81,015	77,260
	<u>176,579</u>	<u>181,881</u>

* See Note 5

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits:

(1) Defined deposit plans

(a) Retirement and severance pay plans

The labor and severance pay laws in Israel require the Company and the consolidated companies to pay severance pay to employees when they are dismissed or when they retire. The calculation of the liability in respect of the termination of employee-employer relationships is performed in accordance with the employment agreement that is in force and on the basis of the employee's salary, which, in management's opinion, creates the right to receive severance pay.

Most of the Company's employees joined the pension agreement in 1992 and thereafter. As from that date, each new employee automatically joins the Company's pension agreement.

The Company and its consolidated companies operate in accordance with an approval from the Ministry of Labor and Welfare in accordance with Section 14 of the Severance Pay Law - 1963, in accordance with which the current deposits in pension funds and insurance policies exempt it from any additional liabilities towards the employees, for whom the aforementioned amounts were deposited, in relation to the periods for which the deposits were executed. The Group will have no legal or implicit commitment to make additional payments if the plan has insufficient assets in order to pay for all of the employee benefits that relate to the employee's service in the current period and in previous periods.

The overall amount of the expenses that have been recognized in the statement of profit or loss in respect of defined deposit plans in the year ended December 31, 2014 is \$15,207 thousand (2013: \$16,209 thousand, 2012: \$15,336 thousand).

(b) Pension agreement

As from September 1992, the social rights of some of the Company's employees have been arranged within the framework of a pension agreement. In accordance with this agreement, an employee who joins the comprehensive pension arrangement must insure a portion of his salary in the pension plan and the balance can be directed to managers' insurance or to the Company's employees' provident fund. Following the signing of the agreement, new employees must be insured under a comprehensive pension arrangement.

It is determined in the agreement that the Company's payments to the pension fund and to an approved fund (managers' insurance or a provident fund) for an employee who joins the pension plan, will replace its duty to pay severance pay to that employee, in accordance with Section 14 of the Severance Pay Law - 1963, for that part of the salary and for the period for which the payments were made. Until they join the pension program, an employee is entitled to receive severance pay in accordance with their last salary.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits:

(1) Defined deposit plans (Continued)

(b) Pension agreement (Continued)

In 2005, amendments were made to the Income Tax Regulations (Principles for the approval and management of provident funds), which change the rules for deposits and withdrawals of monies in pension insurance plans, inter alia, with regard to the reduction of the ceiling for the amount that may be insured in capital insurance

In June 2005, the Company, the New General Federation of Labor- the Professional Union Department and the Joint Representative Body of El Al Employees signed on a special collective agreement that enables the adjustment of the provisions to the new rules, in accordance with the employees' election

(2) Defined Benefit Plans

(a) Liability in respect of retirement and severance pay

Israeli labor law and the Severance Compensation Law, 1963 (hereinafter the Law) require the Company and the consolidated companies to pay severance pay to employees when they are dismissed or retire. The legal retirement age is currently 67 for men and women. Accordingly, in accordance with the plan, an employee who is employed by the Group for at least one consecutive year and who is dismissed from their work (or who resigns under the circumstances that are defined in law) after the said period, is entitled to severance pay. The severance pay rate that is enumerated in the law is the employee's last salary for each year of work.

Within the framework of the plan, the Company and the consolidated companies are required to deposit sums at a rate to be set by law in order to ensure the accumulation of severance pay due to employees as aforesaid. As determined in the Expansion Order (Combined Version) for Compulsory Pension in accordance with the Collective Agreements Law - 1957 (hereinafter "The expansion order") the rate of the Company's severance pay contributions stands at 5% in the reporting year, which are to be deposited in a pension fund/insurance fund. The Company is entitled to deposit the topping up of the severance pay to 8.33% of the salary components for which the Company contributes to a provident fund (to a personal provident fund for severance pay in the employee's name or to a provident fund for an annuity). Since the Company makes deposits in accordance with an approval, in accordance with Section 14 of the Severance Pay Law, what is stated in the abovementioned expansion order does not apply to it.

The plan that is detailed above exposes the Company to the following risks: "investment risk", in other words, the risk that the plan assets will bear a negative yield and will thus reduce the plan assets in such a manner that they will not suffice to cover the commitment, "salary risk", in other words, the risk that actuarial assumptions regarding the expected increases in salaries will be estimated lower than the actuarial increase in salaries, thus exposing the Company to the risk that the commitment will increase accordingly.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits (Continued):

(2) Defined Benefit Plans (Continued)

(a) Liability in respect of retirement and severance pay (Continued)

The said commitment has been calculated using actuarial tables. The actuarial evaluation was performed by Ogen Ltd, a member of the Israeli Actuarial Association. The present value of the defined benefit commitment and the costs relating to current service and past services, were measured using the forecast unit of entitlement method.

(b) Managers' insurance agreement

The agreement between the Company and the Phoenix Israeli Insurance Company Ltd, which entered force on December 1, 1990, and which has been extended until the end of the effective period of the managers' insurance policies that have been issued to employees under it. In accordance with what is stated in the pension agreement, the direction of part of the salary to managers' insurance is conditional upon joining a comprehensive pension plan. Managers' insurance may only include a savings plan or a savings component and an insurance component (insurance against incapacity to work and/or life assurance). The contributions to the insurance policy are at a rate of 18.33% of the insured salary, of which 8.33% is for severance pay, 5% for a provident fund on the Company's account and 5% for a provident fund on the employee's account.

(3) Severance pay

(a) General

Employees who received tenure by September 1992 are entitled to severance pay for their employment up to that time, calculated on the basis of one month for each year of employment. In respect of the employment period thereafter, the said employees are entitled to severance pay if they have not joined a pension plan, or a combined plan containing pension, managers' insurance and savings in a provident fund (at their personal election) in accordance with the principles that were set in the collective labor agreement. Employees who have received permanent status in the Company after that date were therefore required to join the pension plan by selecting the pension combination that was appropriate for them, and they are not entitled to severance pay.

Prior to the time at which the Company was privatized, arrangements were made with the employees for assuring severance pay payments and with the State of Israel to secure sources of financing. See sub-section (b) below.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - **Employee benefit liabilities** (Continued)

B. Post-employment benefits (Continued):

(3) Severance pay (Continued)

(b) Arrangements with the employees to ensure payments of severance pay and with the State of Israel to ensure sources of financing.

Until the pension agreement was signed, the Company employees who were employed in Israel, who were covered by the collective agreement, had no pension insurance. In accordance with the provisions of the collective agreement, since January 1983, the Company has been making deposits (for employees who did not join the pension plan) at a rate of 8.33% of the current wages of the employees in provident funds for severance pay in Israeli banks. The deposits are in the Company's name.

Since the Company did not deposit monies for severance pay in a severance pay provident fund until January 1983, and since January 1983, severance pay had been paid to retired employees out of the money that has accumulated in the provident funds for severance pay, a significant shortfall had arisen in the provident funds for severance pay, which has been filled by deposits made out of funds from the Company's and the State's options under the force of the issue.

In June 2003, an agreement was signed between the State, the Company and the employees' representative body, in accordance with which the State and the Company agreed to take action to cover the deficit between the provisions for severance pay as recorded in the Company's accounting records ("The provision") and the monies actually deposited into the provident fund for severance pay ("The funded amount") and which is connected to the entitlement of employees who had been employed by the Company in 1982 and who were still employed in June 2003 ("The entitled employees"). At the time of the agreement, the deficit amounted to NIS 516,240,000 and was index-linked, bearing interest of 5.05% a year, from June 1, 2003 and until the time of the actual deposit in the severance pay fund. In accordance with this agreement, a central severance pay fund was opened, to which the State and the Company transferred the immediate proceeds which they received from the sale of securities under the 2003 Prospectus ("The initial offering"), after deduction expenses (the amount of the deposited amounts in the severance pay funds includes the abovementioned proceeds).

Furthermore, the State and the Company also undertook to transfer any amount that might be raised as a result of the exercise of convertible securities that were issued in the initial offering or from the sale of securities in other offerings which might until the end of the last exercise period for the securities that the Company issued in the initial offering of the last exercise date (June 5, 2007), to the said severance pay funds.

After the execution of abovementioned deposit by the Company and the State, the deficit in the fund for the entitled employees, as defined in the agreement between the Company and the State, which was signed immediately before the Company's privatization, was covered in full.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - **Employee benefit liabilities** (Continued)

B. Post-employment benefits (Continued):

(3) Severance pay (Continued)

(b) Arrangements with the employees to ensure payments of severance pay and with the State of Israel to ensure sources of financing.

After the abovementioned execution of the deposits and covering of the full amount of the deficit on the severance pay fund, as required under the agreement, the Company deposited an amount of approximately NIS 32.4 million (As of December 31, 2014, including the interest that has accrued up to the reporting date), constituting the surplus of the proceeds of the offering that were raised by the Company for the sale of the State's share and the amount in the central severance pay funds that are mentioned above, in a separate account (which is recorded under short-term deposits as of December 31, 2014 against the recording of a liability to the State of Israel)

The company is examining the existence of restrictions in relation to its ability to use the aforementioned balance of the consideration, in accordance with the agreement between it and the State and the employees' representatives. The Company has approached the Accountant General in the Ministry of Finance on this issue, with the objective of examining the entitlement to the surpluses from the issue. As of the time of the publication of the financial statements, the issue has not yet been agreed opposite the Accountant General in the Treasury. Until this issue is clarified, the deposit is being presented opposite a liability to the State of Israel. A lawsuit has been filed on this issue, as is described in Note 24C(10) below.

(4) Redemption of sick leave

In accordance with the terms of the collective agreement, the Company's employees are entitled to 30 fully paid days of sick leave each year, which may be accumulated throughout the period of the employee's employment in the Company.

When they leave the Company, as a result of compulsory retirement or if they are leaving after reaching the age of 45 under terms that entitle them to receive severance pay, permanent employees (other than senior employees, as from the time at which they moved over to personal contracts of employment) are entitled, to receive a grant for the unexploited days of sick leave, at a rate of up to 26.6% of the value of the unexploited days of sick leave. The liability for the said grant has been determined in accordance with the entitlement that has accumulated for the eligible employees as of the date of the financial statements (except for new employees, for whom the accumulation is restricted), with the addition of an estimate in respect of younger employees who will also achieve the conditions that entitle them to the receipt of a grant for the redemption of sick leave.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - **Employee benefit liabilities** (Continued)

B. Post-employment benefits (Continued):

(5) Temporary employees

In accordance with the labor agreement that has been signed between the Company and the temporary employees, these employees have joined the comprehensive pension plan, and the Company makes routine monthly deposits monthly for them

These deposits cover the Company's liabilities in respect of the termination of employee-employer relationships for the temporary employees

See Note 21C(12) below on the subject of the special collective labor agreement that has been signed between the Company's employees, the workers' representatives and the Labor Federation

(6) Aircrew

Aircrew are entitled to receive the higher of severance pay for their period of employment up to December 1979, as calculated on the basis of their last salary, or their salary for the month of December 1979 (after deducting the part of the salary for which severance pay had been paid in the past - 20%), linked to the Consumer Prices Index in Israel, in accordance with an agreement. The Company's liability for severance pay in respect of the period after December 1979 is calculated on the basis of their last salary

(7) Senior officers

Senior officers in the Company are employed under personal employment agreements. Certain officers are entitled to receive additional severance pay at a rate of one month for each year in respect of their period of employment in accordance with their last overall salary, subject to the approval of the relevant persons in the Company, for their period of employment, in excess of the severance pay in accordance with the law. It is clarified that new officers will not be entitled to such additional severance pay

(8) Employees who have been posted abroad

The Company employs abroad, inter alia, permanent employees who are Israeli residents who are sent to fill managerial positions abroad (hereinafter "Posted"). As of December 31, 2014, 24 employees out of all the overall number of the Company's overseas employees (307) were Israelis who have been posted abroad

Similarly to State emissaries abroad, the salaries of people who are posted abroad during their service (hereinafter "overseas salaries") are also different from Israeli salaries, and they take into account the standard of living and taxation abroad, as well as the fact that the salary is subject to income tax and social taxation, both abroad and also in Israel. The overseas, including participation in car maintenance, is paid to the posted employee on the basis of a "net salary" (taxes, including social taxation and the grossing-up overseas, are paid by the Company)

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits (Continued):

(8) Employees who are posted abroad

If tax is chargeable in Israel on the overseas salary or on the special payments that are in excess of the tax-exempt ceiling, then the Company bears the Israeli tax. In addition to the overseas salary, the Company also bears the rental costs of the people who have been posted as well as tuition expenses for their children. These payments (up to a certain ceiling) are tax-exempt in Israel, but are liable for tax in accordance with the laws of the different countries. The Israeli salary of the posted employee (salary in accordance with their rank and position, as if they been employed in Israel) serves as the determining salary for the Company for the purpose of making contributions for severance pay, for emoluments (either pensions or managers' insurance) and to a further education fund, as is stated in the posting letter. Post employment benefits for these employees have been determined on the basis of the parallel salaries of employees of their rank who are employed in Israel.

(9) Local employees in the Company's overseas representative offices

Most of the Company's employees overseas, other than the Israeli posted employees, are employed under collective labor agreements between the Company and the union in that country, or under employment agreements with the employees' representatives, with a few of them being employed under agreements between the employers' organization (foreign airlines) and the umbrella organization of airline employees, or under other agreements. The employment terms of the Company's staff in certain countries are not covered by a collective agreement but rather they are determined by the Company, in accordance with the generally accepted practice in the airline industry or the national airlines in those countries. In some representative offices, the staff are employed under personal contracts or through a contractor.

Some of the representative offices are required to pay severance pay in accordance with the law or an agreement while some of the representative offices are required to pay national or other pension insurance. The Company makes orderly transfers of the payments for the pension insurance.

Some of the Company's local employees, who are residents of the United States and in England benefit from pension plans ("the plans"), in accordance with which the Company pays the pensions cost of the staff of the representative offices, who are residents of the United States and the United Kingdom, respectively. The cost of the pension is calculated as a multiple of the "years of entitlement" for the pension multiplied by the rate of the determining salary for pension purposes. Retirement commencing at the age of 65 generally entitles the employee to full benefits. The pension-plan assets, which are invested mainly in marketable securities, are not owned by the Company. The Company has given an undertaking to cover any deficit that may arise in the value of the funds' assets by comparison to any actuarial liability, in the event that it arises.

An extension was signed to the agreement with the professional union in the United States on February 15, 2011, for the period from January 1, 2011 to December 31, 2013.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits (Continued):

(9) Local employees in the Company's overseas representative offices (Continued)

In February 2014, negotiations were for the renewal of the agreement, at this stage, the parties have failed to reach agreement and the talks have not matured into the signing on a new agreement

Regarding the pension fund in the UK, as from 2005 the fund does not accept new employees and no addition rights are accumulated within the framework of the fund

(10) Security personnel

Payments in respect of the termination employee-employer relationships for personnel who are employed by the Company or by a government body in the provision of security for the Company's services are made from the State's aviation security budget. A provision is recorded for the termination of employer-employee relations, after deducting the State's participation in those expenses in respect of security personnel who are employed directly by the Company. No employee-employer relationship exists with the Company for most of the security workers who are employed by government bodies and accordingly, no provision has been recorded in these Financial Statements to cover such payments. See Note 24C(6) for details regarding a lawsuit by security personnel.

(11) Employees of subsidiaries

The employment terms of the Company's main consolidated companies in Israel are arranged in labor agreements, in accordance with which the liability in respect of the termination of employee-employer relationships is calculated on the basis of their last salary and in accordance with the pension arrangements, as the case may be.

The employment terms of the employees of the main overseas subsidiary companies are arranged in accordance with collective labor agreements in those countries and in accordance with the provisions of the laws and the practices in those countries.

(12) Collective agreement

(a) General

In addition to the labor legislation and expansion orders, the terms of employment of the Company's personnel who are employed in Israel, with the exception of the senior employees and other personnel who are employed under personal agreements, are organized in special collective agreements that are signed from time to time between the Company and the New General Federation of Labor (above and hereinafter – "The General Federation of Labor") as well as under procedures that are published from time to time by the management.

Section 6(E) of Chapter A of the collective agreement determines that "During a period in which negotiation are being conducted, but for no more than six (6) months from the date on which it is no longer in force, that agreement will remain in force" and at the end of those 6 months, "it will be considered a collective agreement for an unspecified period and the provisions of Section 14 of the Collective Agreements Law – 1957 will no longer apply to it".

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - **Employee benefit liabilities** (Continued)

B. Post-employment benefits (Continued):

(12) Collective agreement (Continued)

(a) General (Continued)

The Company's management has informed the workers' representatives of its request to enter into negotiations for the renewal of the labor agreement, noting the key issues in respect of which The Company's management wishes to conduct negotiations

The negotiations have not yet matured into a binding agreement, accordingly, in the light of Section 6(E), as from June 2013 the collective agreement became an agreement for a non-specified period in accordance with Section 13 of the Collective Agreements Law, and accordingly each party is entitled to cancel it by giving 60 days advance notice, in accordance with Section 14 of the Collective Agreements Law. The collective agreement that was signed in November 2008 expired on December 31, 2012. Discussions for the renewal of the agreement are being held between the parties and these have been taking place since November 2012.

(b) Special collective agreement for the first generation employees (hereinafter – "The first generation agreement")

The special collective agreement applies to all of the Company's permanent employees in Israel, including the aircrews. The agreement does not apply to senior employees (officers and others), who have personal employment agreements, nor does it apply to temporary employees who have their own special collective agreement.

The agreement arranges all of the terms of employment of the permanent employees, and inter alia, it determines work procedures, basic rights and duty, productivity incentives, appointments and overseas postings, internal tenders, insurance, pension arrangements, dismissal procedures, the handling of disciplinary infractions, rights to free and discounted flight tickets and a mechanism for settling disputes.

The agreement prohibits strikes and sanctions, unless the strike has been declared by the Labor Federation in compliance with the Law for the Settlement of Labor Disputes - 1957, and subject to the Labor Federation's constitution, including the holding of secret ballot for all of the employees.

In accordance with the agreement, all permanent employees of the Company are given grades, based on an enterprise-wide wage grading, which has no connection to the national grades. There are a number of grades: a ground employee grade, a "veteran" aircrew staff grade, a separate grade at lower salaries for "new" aircrew staff, "veteran" flight attendant crew personnel grade and a separate grade at lower salaries for "new" flight attendant crew.

Furthermore, the agreement includes a commitment to maintain industrial peace, and disciplinary provision, provisions relating to the termination of employment, shift work, rest times and promotion paths.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits (Continued):

(12) Collective agreement (Continued)

(c) Special collective agreement for the employment of temporary personnel ("The temporary personnel agreement")

The terms of employment of the temporary employees are arranged in a special collective agreement that was extended on May 20, 2004 until December 31, 2008. The agreement determines the maximum length of employment of temporary employees, in accordance with the type of work and the department in which they are employed. The agreement arranges all of the terms of employment for the temporary employees, including wages, emoluments, contributions to comprehensive pensions, insurance, sick leave, rights to flight tickets, and so on. The agreement was extended until December 31, 2012 as part of the November 2, 2008, special collective agreement. On December 31, 2013, the agreement was extended by an additional year, and from that time, it became an agreement for a non-specified period with each party entitled to cancel the agreement by giving 60 days' notice.

A special collective agreement relating to temporary flight attendants and temporary employees in the administrative sector was signed in February 2011. In accordance with the agreement, a special reserve of 150 employees from each sector will be established, who will remain employed for an additional period of up to ten years as temporary employees. The terms of employment of these employees will be equivalent to those of the full-time next generation workers, except for a further education fund and the next generation employee disciplinary code will apply to these employees. The dismissal of such employees because of incompatibility will be executed by and equal representation committee by agreement or by means of an arbitrator's decision. The agreement will remain in effect for three years with the possibility of its extension for an additional two years. However, in December 2014 a special collective agreement was signed which extends the term of the temporary staff whose work was to be completed according to February 2011 agreement, in December 2014, and until December 2015 as temporary workers.

(d) Special collective agreement (Ground crew - "permanent intermediate generation").

The agreement was signed on May 20, 2004. It relates to employees who began working before January 1, 1999 and it is intended to apply different terms to them from those that are set in the first generation agreement and from those set for the next generation employees. The agreement was extended in the special collective agreement and as of the present time, the agreement is for a non-specified period with each party being entitled to cancel the agreement by giving 60 days' notice.

(e) Special collective agreement (Air stewards - "permanent intermediate generation").

The agreement was signed on May 20, 2004, and relates to flight attendants who began working before September 1, 1996 and flight attendants who began working between January 1, 1996 and December 31, 1997, and is intended to apply different terms to them than those set in the agreement for first generation staff and to those set for the next generation staff. The agreement was extended in the special

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collective agreement and as of the present time, the agreement is for a non-specified period with each party being entitled to cancel the agreement by giving 60 days' notice

Note 21 - **Employee benefit liabilities** (Continued)

B. Post-employment benefits (Continued):

(12) Collective agreement (Continued)

(f) Special collective agreement (Securities)

The agreement was signed on May 20, 2004 and it obligates the Company to take action to strike a balance between all of the employees whose employment is organized in accordance with the special collective agreements (first generation, intermediate generation and next generation), in order to avoid the preference of one segment over another and in respect of the provision of salary increments in the future to the various segments. The agreement determines, inter alia, that the number of permanent employees in certain professions may not be less at various times than what is set in the agreement. The agreement was extended in the special collective agreement and as of today, the agreement is for a non-specified period with each party being entitled to cancel the agreement with 60 days' notice.

(g) Special collective agreements for ground crews and air steward crews (Shortening stay-overs)

In July 2006 and in July 2007, a number of special collective agreements were signed between the Company and the New General Federation of Labor - the Division for Professional Unions and the employees' representatives, relating to ground crews and flight attendant crews for improving the Company's operational flexibility by removing existing restrictions on flying direct flights without any intermediate stopover and shortening the time for which the crews stay over in North America. The agreement was extended in the special collective agreement and as of today, the agreement is for a non-specified period with each party being entitled to cancel the agreement with 60 days' notice.

(h) Special collective agreement for first generation employees for the deposit of severance pay monies in a fund in the employee's name

The agreement was signed on December 22, 2011, in the light of a legislative arrangement that came into effect on January 1, 2011, and which no longer enables the depositing of severance pay in a central severance pay fund. In accordance with the agreement, first generation employees for whom severance pay was deposited in the central fund up to December 31, 2010, will have money deposited for them, as from January 1, 2011, in the compensation component of the provident fund in the employee's name.

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Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)

B. Post-employment benefits (Continued):

(13) The main actuarial assumptions as of the date of the statement of financial position:

	As of December 31		
	2014	2012	2011
	%	%	%
Nominal discount rate*	3.0%	3.1%	3.2%
Forecast rates of salary increases	3.2%	3.5%	3.5%
Replacement and departure rates:			
Up to the age of 39	4.1%	4.1%	4.1%
Between the ages of 40 and 49	2.8%	2.8%	2.8%
Between the ages of 50 and 54	2.0%	2.0%	2.0%
Between the ages of 55 and 59	1.0%	1.0%	1.0%
Between 60 and retirement age	0.5%	0.5%	0.5%

* Change in an estimate

Defined benefit plans

In accordance with position 21 – 1 of the Security Authority's accounting team regarding the existence of a deep market for high quality corporate bonds as from December 31, 2014, for the purpose of discounting employee benefit liabilities, the Group is making use of a discount rate that is appropriate for the market yields on high quality corporate bonds. In previous reporting periods and in the course of the current period, except for the calculation of the balance of the commitment as of December 31, 2014, the Company has made use of a discount rate that is appropriate for the market yields on government bonds. Accordingly, and in the light of the increase in the discount rate as a result of the said decision, the Company recognized a decrease in the commitment in respect of a defined benefits plan in the reporting year, which is attributed to an increase in the discount rate, as aforesaid, in an amount of \$5,896 thousand, which has been reflected under other comprehensive income (\$4,334 net of tax).

Details of the change deriving from the existence of a deep market for high quality corporate bonds at the end of the period:

	As of December 31, 2014	
	Discount rate	Value of the Commitment
	%	Thousands of Dollars
On the assumption of discounting at a rate appropriate for government bonds	2.25%	161,983
On the assumption of discounting at a rate appropriate for high quality corporate bonds	3.0%	156,087
Variance as a result of a change in the estimate of the discounting rate	0.75%	5,896

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Notes to the Consolidated Financial Statements

Note 21 - **Employee benefit liabilities** (Continued)

B. Post-employment benefits (Continued):

(13) The main actuarial assumptions as of the date of the statement of financial position:

In addition, in the light of the change in the estimate, as aforesaid, as from the year 2015, the Company will recognize a decrease in the interest cost in respect of the defined benefit plan, which will lead to an increase of \$489 thousand in the Company's profit and loss

Sensitivity analyses for the main actuarial assumptions

The following sensitivity analyses were determined based on possible reasonable changes in the actuarial assumptions as of the end of the reporting period. The sensitivity analysis does not rely on any mutual dependency whatsoever that exists between the assumptions

- If the discount rate were to increase by one percentage point, the defined benefit commitment would decrease by \$6,211 thousand
- If the projected salary increase rate were to increase by one percentage point, the defined benefit commitment would increase by \$6,456 thousand

The impact of defined benefit plans on the Group's future cash flows

The financing policy:

Each of the Group members finances the commitment for its employees and as an employer, it deposits 8.33% of each employee's monthly salary each month

The Group's deposits for defined benefit plans over the course of the coming year are expected to amount to a total of approximately \$1.7 million

The weighted average weighted lifetime of the defined benefit liability is 8 years as of December 31, 2014 (2013: 6 years)

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)**B. Post-employment benefits (Continued):****(14) Amounts recognized in the statement of profit or loss for defined benefit plans**

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Current service cost	6,574	6,870	6,252
Interest cost	8,586	8,667	9,547
Yield on plan assets	(7,696)	(7,217)	(9,143)
Real yield transferred from severance pay to remuneration	435	249	349
Exchange rate differences	786	467	1,641
Changes in the period	160	350	197
	<u>8,845</u>	<u>9,386</u>	<u>8,843</u>
The expense has been recorded in the following items:			
Operating expenses	7,103	7,538	7,236
Selling expenses	495	527	361
Administrative and general expenses	1,247	1,321	1,246
	<u>8,845</u>	<u>9,386</u>	<u>8,843</u>

(15) Movement in the present value of commitment in respect of a defined benefit plan:

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Opening balance	253,167	248,951	244,381
Current service cost	6,574	6,870	6,252
Interest cost	8,586	8,667	9,547
(Gains) losses in respect of re-measurements:			
Actuarial losses deriving from changes in demographic assumptions	-	151	123
Actuarial losses deriving from changes in financial assumptions	2,305	750	988
Actuarial gains (losses) deriving from experience in respect of demographic assumptions	1,686	(9,464)	1,166
Changes in the year	160	350	197
Benefits paid	(20,365)	(16,951)	(19,662)
Changes in exchange rates	(20,904)	13,843	5,959
Closing balance	<u>231,209</u>	<u>253,167</u>	<u>248,951</u>

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Note 21 - Employee benefit liabilities (Continued)**B. Post-employment benefits (Continued):****(16) Movement in the fair value of the plan's assets**

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Opening balance	239,383	213,249	200,921
Yield on plan assets	7,696	7,217	9,143
Profits in respect of re-measurements:			
Actuarial gains deriving from changes in financial assumptions	3,715	15,532	10,981
Deposits by the employer	5,705	5,090	5,614
Benefits paid	(16,132)	(14,832)	(17,379)
Real yield transferred from severance pay to remuneration	(435)	(249)	(349)
Changes in exchange rates	(21,690)	13,376	4,318
Closing balance	218,242	239,383	213,249

(17) Adjustment of the present value of the commitment in respect of the defined benefit plan and the fair value of the plan's assets to assets and liabilities that have been recognized in the statement of financial position:

	As of December 31	
	2014	2013
	Thousands of Dollars	
Present value of funded commitments	177,968	194,701
Less – the fair value of the plan's assets	(218,242)	(239,383)
	(40,274)	(44,682)
Present value of the unfunded commitment	53,241	58,464
Net liability deriving from defined benefit commitments	12,967	13,782

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Note 21 - Employee benefit liabilities (Continued)**B. Post-employment benefits (Continued):****(18) The composition of the plan's assets:**

	Fair value of the plan's assets as of December 31	
	2014	2013
	Thousands of Dollars	
Shares	81,224	72,275
Government bonds	31,045	67,733
Corporate bonds	57,000	53,525
Cash, cash equivalents and deposits	24,595	24,297
Other investments	24,378	21,553
	<u>218,242</u>	<u>239,383</u>

Risk Management Strategy

Severance pay money in Israel has been deposited in central severance pay funds under the management of the investment houses, which are leaders in the Israeli economy

Since 2011, the entitled workers' monies have been deposited in personal funds, primarily in the Company's employees' emoluments fund

In the United States and in the United Kingdom, the Company makes deposits for its employees who are members of the pension funds, into funds that are under the management of recognized investment houses

(19) Actual Yield from the Plan's Assets and Compensation Rights

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Projected yield on the plan's assets	7,696	7,217	9,143
Actuarial gains	3,715	15,532	10,981
Actual yield on the plan's assets	<u>11,411</u>	<u>22,749</u>	<u>20,124</u>

C. Other long-term employee benefits**(1) Jubilee bonus**

Employees reaching 20, 30 and 40 years of service in the Company are entitled to a gift, which is granted during the annual "decades ceremony" that is held by the Company

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)**C. Other long-term employee benefits (Continued)****(2) Paid vacation days**

In accordance with the Annual Vacation Law - 1951, the Company's employees are entitled to a number of paid vacation days for each year of work. In accordance with the said law and an addition thereto, which was determined in an agreement between the Company and its employees, the number of vacation days to which each employee is entitled is determined in accordance with the employee's length of service.

Employees are entitled to 22 vacation days per year (except for an exceptional minority who are entitled to 30 days of vacation a year), and to accumulate the balance of unused vacation days. An employee who has ceased to work before having used the accumulated balance of vacation leave days is entitled to payment for the balance of those vacation days upon leaving.

(3) The principal actuarial assumptions at the end of the reporting period – See Note 21B(13) above

(4) The amounts that have been recognized in the statement of profit or loss in respect of other long-term employee benefits:

	For the Year Ending December 31		
	2014	2014	2013
	Thousands of Dollars		
Current service cost	60	82	60
Interest cost	52	64	47
Changes in exchange rates	(121)	131	38
Changes in the year	33	(1,055)	146
	<u>24</u>	<u>(778)</u>	<u>291</u>

The expense (income) have been recorded under the following items:

Operating expenses	20	(625)	234
Selling expenses	1	(44)	16
Administrative and general expenses	3	(109)	41
	<u>24</u>	<u>(778)</u>	<u>291</u>

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)**C. Other long-term employee benefits (Continued)****(5) Movement in the present value of the commitment in respect of other long-term employee benefits:**

	For the Year Ending December 31		
	2014	2014	2013
	Thousands of Dollars		
Opening balance	1,975	2,868	2,691
Current service cost	60	82	60
Interest cost	52	64	47
Benefits paid	(112)	(115)	(115)
Changes in the year	33	(1,055)	146
Changes in exchange rates	(118)	131	39
Closing balance	1,890	1,975	2,868

D. Early retirement program:**(1) General**

Between 2000 and 2011, the Company's management made decisions in respect of early retirement programs for 703 employees, for whom provisions were recorded in the Company's accounting records. As of December 31, 2014, all of the employees had completed their actual retirement from the Company within the framework of the said programs.

The balance of the provision in an overall amount of approximately \$3.8 million for the financing of the retirement of 92 employees has been recorded in the financial statements as of December 31, 2014. Within this context, the Company has deposited funds as collateral for the payments of early retirement pensions to employees. The balance of the deposits is approximately \$4.8 million as of December 31, 2014. The total net surplus asset in respect of retirement plans is \$1.0 million as of December 31, 2014.

As part of the process of the privatization of the Company, the State of Israel provided guarantees for the compliance with the Company's commitments, in favor of Mivtachim and Clal in respect of the retirement programs. As of December 31, 2014, there are no guarantees by the State of Israel.

Insofar as the Company may formulate and decide to undertake additional voluntary retirement programs in the future, subject to cooperation with the employees' representatives, the Company will not be entitled to receive additional guarantees from the State of Israel. Additional retirement programs will be executed with guarantees from the Company.

In order to carry out the retirement plans, agreements were reached between the employee and the Company, between the employee and financial institutions, and between the Company and the financial institutions. Within the framework of these agreements, the financial institutions serve as the payer, making the pension payments to the retirees.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - **Employee benefit liabilities** (Continued)

D. Early retirement plans (Continued):

(1) General (Continued)

As collateral for the Company's commitment to the retirees, the Company has made guarantees available, in accordance with which, inter alia, the Company will make periodic deposits (mostly, for one year in advance) in the financial institutions or it will charge a deposit in a commercial bank in their favor, in an amount that is identical to the total amounts that the Company is to pay as pension to its retirees for the coming year, and the Company's payments to the retirees will be made from these monies

From time to time, the financial institutions estimate the anticipated costs of the retirement plan, and the Company updates its estimates where necessary, in accordance with the actual costs and the experience that has been accumulated on the subject. As of December 31, 2014, the Company has not made additional guarantees available to third parties as collateral for the employee retirement plan

(2) The composition of the balance in the statement of financial position

	As of December 31	
	2014	2013
	Thousands of Dollars	
Commitment in respect of severance pay benefits	3,826	9,529
Plan assets to finance the commitment	(4,820)	(10,570)
	<u>(994)</u>	<u>(1,041)</u>

(3) Presentation in the statement of profit or loss

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Other expenses (Income)	<u>(277)</u>	<u>579</u>	<u>444</u>

(4) The principal actuarial assumptions at the end of the reporting period – See Note 21B(13))

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)**E. Short-Term Employee Benefits****(1) Paid vacation days – composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Wages, salaries and social benefits	47,861	49,725
Vacation and rest *	47,703	**54,896
Total	95,564	104,621

* See Note 2V(4) on the subject of presentation and measurement

** See Note 5

E. Short-Term Employee Benefits**(2) Amounts that have been recognized in the Statement of profit or loss:**

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Current service cost	25,212	26,292	24,347
Interest cost	2,110	2,156	2,340
Changes in exchange rates	(6,146)	4,142	1,359
Benefits paid	(27,763)	(24,500)	(21,667)
Changes in the year	488	594	(452)
	(6,099)	8,684	5,927

(3). Movement in the present value of the liability:

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Opening balance	*54,896	*50,063	*44,592
Current service cost	25,212	26,292	24,347
Interest cost	2,110	2,156	2,340
Benefits paid	(27,763)	(24,500)	(21,667)
Changes in the period	488	(1,308)	(1,241)
Changes in exchange rates	(7,240)	2,193	1,692
Closing balance	47,703	54,896	50,063

* See Note 5

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 21 - Employee benefit liabilities (Continued)**F. Additional information - related parties**

See Note 34 for regarding on current liabilities for employee benefit that have been extended to related parties

Note 22 - Unearned revenues**A. Current liabilities**

	As of December 31	
	2014	2013
	Thousands of Dollars	
From the sale of flight tickets	235,545	*218,912
For frequent flyer club points	28,617	36,898
	<u>264,162</u>	<u>255,810</u>

B. Non-current Liabilities**Composition:**

	As of December 31	
	2014	2013
	Thousands of Dollars	
For frequent flyer club points	<u>61,141</u>	<u>58,073</u>

* Reclassification to payables in respect of flight legs opposite foreign companies that have not yet been exercised

Note 23 - Operating lease arrangements:

A. As of December 31, 2014, the Company holds 14 leased aircraft

B. Aircraft and engine leases in the reporting period

- (1) In February 2014, the Company executed a transaction with an international company for the sale of two engines (hereinafter- "The engines"), which the Company was holding and for their leasing by the Company

The overall consideration in respect of the engines is approximately \$7 million (hereinafter- "The consideration") The consideration was determined in accordance with generally accepted pricelists in the industry for engines of an identical type and age and in accordance with the state of their maintenance at the time of the delivery and it was paid at the time of the delivery The lease is for a period of 30 months for one of the engines and 20 months for the second engine (hereinafter "The leasing period")

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Note 23 - Operating lease arrangements:**B. Aircraft and engine leases in the reporting period****(1) (Continued)**

The Company has been granted an option for the extension of the lease period for a period until the planned refurbishment time of each of the engines. The Company recorded a capital gain of approximately \$4.7 million in respect of the execution of the transactions in the first quarter of 2014, which has been recorded under other income. The lease has been classified as an operating lease in the financial statements.

C. Payments that have been recognized as an expense

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Aircraft and engine leases	79,233	85,071	80,774
Land and buildings usage rights (*)	4,176	3,726	3,707
	<u>83,409</u>	<u>88,797</u>	<u>84,481</u>

(*) The Company has a leasing agreement for land and buildings with the Israel Airport Authority, see Note 26C.

D. Commitments for the payment of minimal future leasing payments in respect of operating leases that are irrevocable.

The amounts of the commitments for the payment of minimal leasing payments do not include payment for maintenance reserves for operational aircraft and engine leases.

The Group will recognize the following liabilities in respect of the minimal future leasing payments in respect of operating leases that are irrevocable:

	As of December 31	
	2014	2013
	Thousands of Dollars	
In year 2014	-	58,698
In year 2015	56,354	53,251
In year 2016	47,263	43,271
In year 2017	32,728	30,167
In year 2018 and thereafter	157,413	155,499
	<u>293,758</u>	<u>340,886</u>

Leasing incentives

	As of December 31	
	2014	2013
	Thousands of Dollars	
Presented under other payables – non-current	<u>4,437</u>	<u>4,437</u>

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Note 24 - Provisions**A. Current Liabilities****Composition:**

	Total	
	As of December 31	
	2014	2013
	Thousands of Dollars	
Legal proceedings (see C below)	1,717	7,664
The State of Israel (see Note 21B(3)b)	8,382	9,341
	<u>10,099</u>	<u>17,005</u>

B. Movements:

	Legal Proceedings	The State of Israel	Total
	Thousands of Dollars		
Balance as of January 1 2013	7,763	8,570	16,333
Additional provisions recognized	236	-	236
Updating of existing provisions	114	121	235
Amounts utilized and canceled during the year	(856)	-	(856)
Impact of exchange rates	407	650	1,057
Balance as of December 31 2013	<u>7,664</u>	<u>9,341</u>	<u>17,005</u>
Additional provisions recognized	311	49	360
Updating existing provisions	915	-	915
Amounts utilized and cancelled during the year	(6,385)	-	(6,385)
Exchange rate influence	(788)	(1,008)	(1,796)
Balance as of December 31, 2014	<u>1,717</u>	<u>8,382</u>	<u>10,099</u>

C. Legal Proceedings

As of December 31, 2014, lawsuits have been against the Company in an overall amount of approximately \$229 million as well as lawsuits for which no monetary amount has been quantified. The Company has recorded a provision of approximately \$10.1 million in its financial statements in respect of these lawsuits, which was recorded in accordance with the Company's management's assessment, in reliance on the opinions of its legal advisors.

In the opinion of the Company's management, based on the opinions of its legal advisors, it is not expected that the Company will have an exposure to an additional loss in respect of the aforementioned lawsuits, over and above the amount of the provisions that has been recorded in the financial statements.

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Notes to the Consolidated Financial Statements

Note 24 - Provisions (Continued)

C. Legal Proceedings (Continued)

The following are comments on the significant lawsuits that have been filed against the Company

- (1) In June 2006, a lawsuit was filed against the Company and against the State of Israel – the Ministry of Finance in the Tel Aviv District Labor Court by 94 plaintiffs who had been employed by the Company and who had taken early retirement between 2001 and 2003. The plaintiffs appealed in their lawsuit for the amendment of their retirement agreements in such manner that a retiree will receive the early pension salary, including social benefits, until the legal retirement age, instead of until the age of 65. Alternatively, the claimants appealed to cancel the retirement agreements. The Court instructed the plaintiffs to quantify their lawsuit and to pay a fee accordingly. The claimants quantified the suit at approximately NIS 20.2 million (approximately \$5.8 million). In January 2009, the court ordered that this lawsuit be consolidated with two additional suits. Furthermore, additional lawsuits have been filed, the overall amount of which is approximately NIS 3.3 million (\$0.9 million as of the date of the statement of financial position). In October 2010, a partial ruling was handed down, which determined that the early retirement agreements are to be interpreted, in such a way that instead of an age of 65 they will be deemed to be in force until the age of 67. On June 25, 2012, a final ruling was handed down in the case in accordance with which the Company was required to pay the plaintiffs a total of approximately NIS 20 million. The Company filed an appeal against the ruling and the National Court delayed the execution of the ruling until a decision was handed down on the said appeal.

After date of the financial position, on March 3, 2015, a ruling was handed down by the National Court, in accordance with which the National Court upheld the appeal, it cancelled the District Labor Court's ruling and it determines that in the circumstances of the case the age of 65 that is denoted in the retirement agreements should be seen as a chronological age and not as the legal retirement age as it may be from time to time, which was based on the interpretation of the contract and on the circumstances surrounding its creation.

It should be noted that the decision by the National Labor Court has a direct implication on some 19 lawsuits on the same issue that are outstanding and pending against the Company in the District Labor Court, in respect of which a provision was recorded in the past in the Company's financial statements. As a result of this, the Company has cancelled the provision, which was in an amount of approximately \$6 million, in these financial statements. The said cancellation was recorded under other income.

- (2) On May 15, 2011, a petition for the approval of a class action was received at the Company's head main office (hereinafter – "The petition"), which had been filed against the Company in the Tel Aviv District Court on May 9, 2011. The petition was filed by a passenger of the Company, whose flight had been canceled on May 5, 2011, following the contamination that was discovered in the jet fuel.

The petitioner's personal claim was estimated at an amount of NIS 5,000 in the petition and the overall damage, which was estimated by the petitioner for the entire group including all of the purchasers of flight tickets from the Company whose flights had been canceled in those circumstances (who were estimated by the claimant at some 2,500 passengers), amounts to NIS 12.5 million for the entire group.

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Notes to the Consolidated Financial Statements

Note 24 - **Provisions** (Continued)

C. Legal Proceedings (Continued)

(2) (Continued)

No provision has been recorded in the financial statements in respect of this lawsuit, in accordance with the Company's management's assessment, which is based on the opinions of the Company's legal advisors

- (3) Regarding a petition for the approval of a lawsuit as a class actions and regarding the appeal that was filed following the ruling by the District Court in Haifa turning down the petition for the approval of the lawsuit as a class action ("The ruling"), which was filed against the Company on May 30, 2011, and in accordance with which it is alleged that the Company made an over-collection of cancellation fees on a remote sale transaction, at a rate that exceeded the maximum rate that is permitted in accordance with the provisions of the Consumer Protection Law, on August 17, 2014, the Supreme Court, sitting as the Civil Appeals Court, turned down the appeal that had been filed against the ruling and thus it accepted the Company's position. The Supreme Court determines that the Company is entitled to collect a cancellation fee in accordance with the Consumer Protection Law in respect of every flight ticket that is cancelled, even where a number of tickets are purchased within the framework of one transactions. On August 31, 2014, the plaintiff filed a petition for an additional hearing by the Supreme Court and the Company has filed its response to the petition. No provision has been recorded in the financial statements in respect of this lawsuit in accordance with the Company's management's assessment, based on the opinions of the Company's legal advisors
- (4) In March 2012, a petition was filed for the approval of a derivative action in the Economic Department of the District Court in Tel Aviv by a shareholder in the Company. The amount of the claim stands at approximately NIS 120 million. Within the framework of the petition the Court was requested approve the action as a lawsuit against a number of officers who served in the Company in 2003 and who no longer serve in the Company, alleging that they caused the Company to be involved in the coordination of one or more price components in the field of shipping of cargo by air to and from the United States in the relevant period. In accordance with what is alleged in the petition, damage was caused to the Company in the amount of the lawsuit, which is against the background of the arrangements that the Company reached in the legal proceedings that were conducted in the United States. On July 8, 2014, the District Court handed down a ruling, in accordance with which the petition for approval as a derivative action was turned down. An appeal was filed in the Supreme Court on September 5, 2014.
- (5) In December 2012, a petition was filed for the approval of lawsuit as a class action against the Airports Authority, the Company, Israir Aviation and Tourism Ltd., Arkia Israeli Airlines Ltd. and the General Security Services relating to discrimination in the security checks of Israeli Arabs, which was turned down by the District Court, and in respect of which an appeal was filed in the Supreme Court. In a hearing was held on February 26, 2014, in the Supreme Court, the appellants decided to accept the Court's recommendation and to retract the appeal. Accordingly, the Court turned down their appeal.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 24 - **Provisions** (Continued)

C. Legal Proceedings (Continued)

- (6) On February 4, 2013, the Company received a statement of claim that had been filed against it in the District Labor Court in Tel Aviv by 130 security workers who, as alleged in the statement of claim, were/are employed by the Company as assistant security officers who are sent to various destinations as needed, for flight security duties. The plaintiffs are demanding that the court issue a declaratory remedy in accordance with which it will be decided that the collective work agreement in accordance with which it will be determined that the collective labor agreement that arranges the rights of the workers in the Company applies to the plaintiffs and also to provide monetary remedies for the various salary components.

The Company has filed a statement of defense. The Company has recorded a provision in respect of this lawsuit in accordance with management's assessment, based on the opinions of the Company's legal advisers.

- (7) On February 7, 2013, a petition for the approval of a lawsuit as a class action (hereinafter - "The petition"), which had been filed in the District Court of the Central Region, against the Company and against British Airways, Lufthansa and Swiss Air, was received in the Company's offices. The petition was filed by "Hatzlaha The Consumers' Movement for the Promotion of a Fair Society and Economy", in the name of customers who had sent cargo to or from Israel (except for those who had cargo to or from the United States), which was done after no other plaintiff was found, as noted in the petition. It is alleged in the petition that there was a restrictive arrangement for the coordination of various components of the price of sending cargo, which was published by various authorities across the globe in February 2006 and the grounds for the claim are in accordance with the Restrictive Trade Practices Law. The total amount of the damages that are noted in the petition stands at NIS 613 million, of which an amount of NIS 473 million is attributed to the Company.

On December 21, 2014, after the evidential hearings had started in the case, the Company filed a petition for the dismissal of the petition for leave for representation and regrettably for the disqualification of the petitioner and its representative, because of the fact that one of the petitioner's representatives (who in the light of what was stated discontinued his representation in the proceedings) had previously represented the Company on issues that relate to the allegations that arise in the petition for approval. The Honorable Court suspended the proceedings in the case and cancelled the remaining evidential hearings until a decision is made on the petition for dismissal that the Company has filed.

No provision has been recorded in the financial statements in respect of this lawsuit, in accordance with the Company's management's assessment, which is based on the opinions of the Company's legal advisers.

- (8) In relation to a petition for the approval of a lawsuit as a class action against the Company on an allegation that the Company had, purportedly, breached the provisions of the Aviation Services (Compensation and assistance as a result of a cancellation of a flight or a change in its terms) – 2012 (hereinafter - "The Law"), on July 8, 2014, the District Court in Tel-Aviv handed down a ruling in accordance with which the petition for the dismissal of the plaintiff from the petition for approval as a class action, as had been presented with the agreement of the parties to these proceedings, was approved.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 24 - Provisions (Continued)

C. Legal Proceedings (Continued)

(8) (Continued)

Within the framework of the petition for dismissal, the Company agreed to transfer a hyperlink to information that has been published on its internet site in connection with the Law to the home page on the website and also to add information to that which is currently published on the website (including the provisions of the Law) consisting of a brief summary of the main points of the Law and accordingly the petition for approval was deleted and the lawsuit against the Company was dismissed

- (9) On April 22, 2014, a petition for recognition as a class action, which had been filed against the Company in the District Court in Jerusalem, ("The petition") was received in the Company's offices. The gist of the petition is that purchasers, who had executed transactions with the Company and purchased flight tickets did not receive information regarding the conditions for the changing and cancellation of the flight tickets, as is required under the law, and also that the Company did not comply with the terms for cancellation and changing, which it had represented to its customers, but rather it acted in accordance with various conditions, which had not been revealed to them, according to what is alleged in the petition. The petition mentioned damages that are estimated at NIS 774 whereas the collective damage is estimated at approximately NIS 226 million. The Company has presented its response.

No provision has been recorded in the financial statements in respect of this lawsuit, in accordance with the Company's management's assessment, which is based on the opinions of the Company's legal advisors.

- (10) On August 25, 2014, lawsuit was received in the Company's offices, which had been filed against it by the State of Israel – The Ministry of Finance, in the District Court in the Central Region, in an amount of approximately NIS 58 million. The subject matter of the lawsuit is a demand by the State for the return of monies that were transferred as consideration for securities of the Company to cover the deficit on the severance pay fund of the Company's employees within the framework of the privatization of the Company in 2003. It should be noted that the deficit was covered in full in 2007 and there remains a surplus on the severance pay fund, as described in the Company's financial statements (see Note 21). It is further alleged that the Company received an additional consideration from the issue of options to the Company's employees, which was supposed to be transferred to the severance pay fund, as aforesaid. Furthermore, the lawsuit contains a request for the remedy of the provision of accounts in relation to the severance pay funds and the deficit that was claimed. The Company has filed its response and a preliminary hearing has been held. See Note 21 above on the subject of the provision that has been recorded in relation to the surplus on the severance pay fund.

No provision has been recorded in the financial statements in respect of this lawsuit, in accordance with the Company's management's assessment, which is based on the opinions of the Company's legal advisors.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 24 - Provisions (Continued)**C. Legal Proceedings (Continued)**

- (11) In September 2014, a lawsuit was filed against the Company in the District Court in Tel Aviv. This is a lawsuit for a monetary remedy and for the granting of an injunction, the subject matter of which is an allegation relating to the collection of a double payment of overweight luggage on the Company's connection flights to Israel from customers who have already paid to the airline with which they reach the destination from which they flow to Israel with the Company, but who did not retain the receipt for the payment with them. An application for recognition as a class action was attached to the petition. The petitioners estimate their personal damage at NIS 251 and they estimate the amount of the class action at approximately NIS 15.6 million, "before the receipt of details from the respondent". The Company has filed its response to the petition. No provision has been recorded in the financial statements in respect of this lawsuit, in accordance with the Company's management's assessment, which is based on the opinions of the Company's legal advisors.

There are additional lawsuits against the Company in an overall amount of approximately \$6 million, in respect of which the Company has recorded provisions in the financial statements, in reliance on management's assessment, which is based on the opinions of the Company's legal advisors.

Note 25 - Taxes on Income**A. Deferred tax balances**

The composition of deferred tax liabilities (assets) is detailed below:

	Balance as of January 1 2014	Recognized in profit or loss	Recognized in other comprehensive income	Transferred from other comprehensive income to profit and loss	Balance as of December 31, 2014
Thousands of Dollars					
Timing differences					
Cash flow hedges	(2,908)	7,696	14,996	(7,804)	11,980
Fixed assets	(222,460)	9,572	-	-	(212,888)
Financial assets at fair value					
Through profit and loss	(244)	7,697	-	-	7,453
Provisions, doubtful debts and employee benefits liabilities	*23,631	(3,416)	(15)	-	20,200
Total	<u>(201,981)</u>	<u>21,549</u>	<u>14,981</u>	<u>(7,804)</u>	<u>(173,255)</u>
Unutilized tax losses and benefits					
Losses for tax purposes **	161,897	(3,346)	-	-	158,551
Total	<u>(40,084)</u>	<u>18,203</u>	<u>14,981</u>	<u>(7,804)</u>	<u>(14,704)</u>

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 25 - Taxes on Income (Continued)**A. Deferred tax balances** (Continued)

	Balance as of January 1 2013	Recognized in profit or loss	Recognized in other comprehensive income	Transferred from other comprehensive income to profit and loss	Balance as of December 31 2013
Thousands of Dollars					
Timing differences					
Cash flow hedges	(2,996)	545	88	(545)	(2,908)
Fixed assets	(229,035)	6,575	-	-	(222,460)
Financial assets at fair value					
Through profit and loss	(789)	545	-	-	(244)
Provisions, doubtful debts and employee benefits liabilities	*27,218	*3,003	(6,590)	-	23,631
Total	<u>(205,602)</u>	<u>10,668</u>	<u>(6,502)</u>	<u>(545)</u>	<u>(201,981)</u>
Unutilized tax losses and benefits					
Losses for tax purposes **	184,248	(22,351)	-	-	161,897
Total	<u>(21,354)</u>	<u>(11,683)</u>	<u>(6,502)</u>	<u>(545)</u>	<u>(40,084)</u>

* Immaterial adjustment of the comparative figures - see Note 5

** The balance of income tax losses as of the end of the 2014 and 2013 tax years amounted to a total of approximately \$586 million and approximately \$589 million, respectively

B. The effective tax

	2014	2013	2012
Thousands of Dollars			
Profit (loss) before taxes on income and before profits of affiliates in accordance with Statement of Operations	(39,343)	*38,914	*(24,854)
Statutory tax rate	26.5%	25%	25%
Tax expenses (revenues) in accordance with statutory tax rate	<u>(10,426)</u>	<u>9,729</u>	<u>(6,214)</u>
Additional tax in respect of			
Nondeductible expenses	199	400	984
Adjustments for changes in tax rates	-	2,416	-
Total taxes on income (tax benefit) presented in Statement of Operations	<u>(10,227)</u>	<u>12,545</u>	<u>(5,230)</u>

* Immaterial adjustment of the comparative figures - see Note 5

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 25 - Taxes on Income (Continued)

C. The tax laws that apply to the Group companies

On February 26, 2008, the Knesset passed the third reading of the Income Tax Law (Adjustments for Inflation) (Amendment No 20) (Restriction of the period of applicability) – 2008, ("The amendment"), in accordance with the application of the inflationary adjustments law would end in the 2007 tax year and as from the 2008 tax year the provisions of the Law would no longer apply, apart from the transition provisions, whose purpose was to prevent distortions in the tax calculation

In accordance with the amendment, in the 2008 tax year and thereafter, the adjustment of the income for tax purpose to a real basis of measurement will no longer be calculated. Furthermore, the linkage to the index of the amounts of the depreciation of fixed assets and of the amounts of the losses that are brought forward for tax purposes would be discontinued, such that those amounts would be adjusted up to the index for the end of the 2007 tax year, and their linkage to the index would be discontinued as from that time onwards

The Dollar Regulations will continue to apply to the Company even after discontinuation of the applicability of the Adjustments Law)

In accordance with the Income Tax Regulations (Rules regarding the maintenance of accounting records by foreign investment companies and of certain partnerships and the determination of their chargeable income) -1986, the results of the Company and of some of its subsidiary companies are measured for tax purposes on a Dollar basis. Some of the consolidated companies are assessed in combination with the Company

The Company is an industrial company, within the definition of that term in the Law for the Encouragement of Industry (Taxes) – 1969, and it is entitled, accordingly, to increased depreciation rates on aircraft and equipment

In accordance with the Income Tax Regulations – Depreciation – 1941, the Company is entitled to depreciation in respect of the aircraft that it owns, at a rate of 30% a year on cost and at a rate of 40% a year on the reserve engines that it owns

The consolidated companies overseas are subject to the tax laws that apply in the countries in which they are resident

Double tax prevention treaties exist with most of the countries in which the Company's representative offices operate or there are mutual arrangements between the countries, which exempt the Company from the payment of income tax on its operations in those countries

On January 13, 2013, the Tax Authority published Income Tax Circular (01/2013) on the subject of generally accepted accounting principles for the purposes of annual reports in accordance with Section 131 of the Income Tax Ordinance (New Version) – 1961

The Tax Authority's position in respect of all companies is that generally accepted accounting principles include for tax purposes, inter alia, the International Financial Reporting Standards (IFRS) – standards and interpretations that have been adopted by the International Accounting Standards Board (IASB)

In accordance with the Value Added Tax Law – 1975, transactions for the sale of flight tickets from and to Israel, or from one destination abroad to another destination, as well as the shipping of cargo by air from and to Israel, have been defined as transactions to which a VAT of zero applies

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 25 - Taxes on Income (Continued)

C. The tax laws that apply to the Group companies

In August 2013, the "Arrangements Law" (hereinafter- "The Law") was published in the Official Gazette

In accordance with the Law, the tax rate for companies has been increased from a rate of 25% to a rate of 26.5% from the 2014 tax year onwards

D. Final Tax Assessments

The Company has been issued with final tax assessments up to and including the 2002 tax year. Furthermore, the Company has tax assessments that are deemed to be final up to and including the 2010 tax year. The principal consolidated companies have received tax assessments that are deemed to be final up to and including the 2010 tax year.

Note 26 - Contingent liabilities, guarantees and commitments

A. Contingent liabilities

See Note 24C above on the subject of lawsuits

B. Guarantees

The Company has made guarantees available to third parties in an amount of \$9,558 thousand (2014 \$6,500 thousand)

C. Commitments with the Israel Airports Authority (IAA)

- (1) The Company has a usage right (authorization) on land with an area of 290 thousand square meters at Ben Gurion Airport until December 31 2010, with an option for an extension for an additional period of 25 years

The Company has announced its wish to exercise the said option in accordance with an agreement, and it is currently negotiating with the IAA regarding the extension of the agreement for an additional period

- (2) On October 19, 2004, an amendment was added to the said agreement, in accordance with which in addition to the payment for the land, the Company will pay the IAA annual usage fees for certain fully depreciated buildings and facilities. An expense of approximately \$4.2 million has been recorded in the Company's accounting records in 2014 for the component of land and buildings,

- (3) The Company has a usage fee agreement (authorization) with the IAA for a passenger service warehouse at Ben Gurion Airport with an area of 4,350 square meters. The annual usage fees are approximately NIS 2.5 million (approximately \$0.7 million). This agreement has been extended until December 31 2016.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 26 - Contingent liabilities, guarantees and commitments (Continued)**C. Commitments with the Israel Airports Authority (IAA)** (Continued)

- (4) On November 1, 2011 the Airports Authority announced the extension and the amendment of the contract for the authorization for the operation of the Company's passenger lounge in Terminal 3 for an additional period until May 31, 2014, under the following conditions annual usage fees in an amount of approximately NIS 8 million (approximately \$4.6 million as of the reporting date). The annual cost is updated annually in accordance with the Consumer Prices Index alone. Furthermore, agreements have been signed for the granting of authorization for other areas in Terminal 3 until November 2014, in consideration for rental fees of approximately NIS 7.8 million a year (approximately \$2.2 million as of the reporting date). The Company is conducting negotiations with the IAA for the extension of the agreements.

- D. See Note 14D on the subject of commitments for the purchase of aircraft and engines.

Note 27 - Equity**A. The Company's share capital:**

	Registered		Issued and paid-up	
	Special share	Regular shares	Special share	Regular shares
	Par value	Par value	Par value	Par value
	NIS 1	NIS 1	NIS 1	NIS 1
	NIS	NIS	NIS	NIS
Balance as of December 31, 2014	1	1,000,000,000	1	495,719,135
Balance as of December 31, 2013	1	1,000,000,000	1	495,719,135

B. The rights accompanying the state's special share:

On May 18, 2003 the Company issued a special share to the State of Israel, which cannot be sold or transferred. This share is intended to protect the State's vital interests, in accordance with the following Government resolutions:

- The Maintaining of the existence of the Company as an Israeli company to which Israeli law applies,
- The maintenance the operating capability and ability to fly passengers, and cargo, which will not be reduced below a minimum quantity that has been set;
- Preventing any hostile interests from taking control of the Company,
- Maintaining the security and safety arrangements in the Company as determined by official bodies on behalf of the State

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 27 - Equity (Continued)

B. The rights accompanying the state's special share (Continued):

In addition, on October 12, 2004, the Knesset's Finance Committee approved the issuance of an order under the Government Corporations Law, in accordance with which the Company is required to employ Israeli crew members at all times, and – in Israel – to employ Israeli ground personnel, in a number that shall not fall below what is required for continuous and simultaneous operations in an emergency of all the aircraft fleets constituting the minimal flying capacity, which the Company is required to maintain in accordance with Special State Share Directive. As of the time of the approval of the financial statements, the provisions of this order has not required the Company to make any changes whatsoever in its method of operations or any change whatsoever in the composition of its employees.

C. Shares that are held by the Company's employees

The Employees Association (Holdings in Trust of El-Al Employees Ltd) (hereinafter – “the Employees Association”) held shares in the Company under a right to purchase shares, which was granted to them by the State within the framework of the 2003 prospectus.

On December 5 2013, the Employees' Corporation ceased to be an interested party in the Company. To the best of the Company's knowledge, as of December 31, 2014, the Employees' Corporation does not hold shares in the Company.

D. Dividend distribution policy

Within the context of this policy, the Company may distribute a dividend from time to time, at the discretion of the Board of Directors and subject to the Company's needs.

The implementation of this policy is subject to the provisions of any relevant law as well as to the Company's Board of Directors' assessment of the Company's ability to meet its present as well as forecast commitment and taking into account its liquidity, and its existing business activities and plans as well as those that are expected in the future. The adoption of this policy does not detract from the authority of the Company's Board of Directors to decide at any time upon a change, amendment and/or the cancellation of the dividend policy that has been set and/or to approve any additional distributions within the limits of what is permitted under the law and/or to decide on a reduction in the rate of the dividends that will actually be distributed or to avoid a distribution, paying attention to the Company's liquidity, its operations, its business and its variable state from time to time.

See Note 20E(2) for details regarding the arrangement with Bank Leumi regarding the distribution of a dividend.

E. Option plan for senior employees:

- (1) In February 2006, May 2006 and in November 2007 the Company adopted 3 option plans for employees, which were granted to senior officers and managers in the Company. The amount of options that were allocated in each plan was 17,092,129, 3,072,536 and 2,195,852, respectively. Each option is exercisable into one regular share in the Company of par value NIS 1. The theoretical exercise price of one option into one share in each plan is 297.33 Agorot, 188.94 Agorot and 201 Agorot, respectively. The vesting period for the options in each year is up to 4 years, where all of the options that have been granted by which have not been exercised will expire and be cancelled at the end of a period of 3 years from the time at which each option vested.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 27 - Equity (Continued)**E. Option plan for senior employees:****(1) (Continued)**

	Number of Options		
	Plan A	Plan B	Plan C
Outstanding as of January 1 2014	-	-	193,124
Expired	-	-	(193,127)
Outstanding and exercisable as of December 31, 2014	-	-	-

(2) Services agreement the allocation of options for the Chairman of the Company's Board of Directors

On January 21, 2009, the Company's Board of Directors decided to appoint Mr. Amikam Cohen as Chairman of the Company's Board of Directors (hereinafter "the Chairman"), as from February 1, 2009.

On April 30, 2009, the Audit Committee and the Company's Board of Directors approved a provision of service agreement with the Chairman (hereinafter "the Service Agreement"). On June 24, 2009, a special general meeting of the Company's shareholders approved the services agreement. In accordance with the service agreement, the Chairman will provide the Company with the services of an active Chairman, as is common practice in public companies in the fields in which the Company and its subsidiary companies operate, as they are as of the time of the commitment under the services agreement and as they may be from time to time (hereinafter – "The services").

In consideration for the services, the Chairman will be entitled to the following consideration: (a) a monthly payment of NIS 90,000 with the addition of VAT as required by law and linked to the Consumer Prices Index (hereinafter – "The consideration"), (b) 4,650,000 non-marketable options exercisable into 4,650,000 regular shares of par value NIS 1 each in the Company, (c) entitlement to benefits consisting of the receipt of flight tickets, and (d) the reimbursement of reasonable expenses for subsistence, entertaining and mobile telephone expenses that have been expended by the Chairman within the framework of and for the purpose of the provision of the services subject to the provisions of the law and in accordance with Company's procedures.

The consideration and the benefits and payments as detailed above constitute full consideration for the Chairman for the provision of services, including for his holding of as a director in the Company, apart from the foregoing, the Chairman will not be entitled to additional benefit and/or salary and/or remuneration from the Company of any form or sort whatsoever, including directors' fees (remuneration for participation and annual remuneration) for holding office as a director in the Company.

In the event that the Chairman ceases to hold office as the Chairman or the Company's Board of Directors and continues to serve as a director in the Company, he will be entitled solely and exclusively to directors' fees (remuneration for participation and annual remuneration) in accordance with the remuneration that is paid to directors in the Company at the time as well as being entitled to flight ticket at directors in the Company are entitled. The aforementioned options constituted 0.95% of the Company's issued and paid-up share capital, as of the time of signing of the services agreement.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 27 - Equity (Continued)

E. Option plan for senior employees:

(2) (Continued)

As of the date of this report all of the options that were granted to the Chairman of the Board of Directors have expired without being exercised

No expense was recorded in 2014 in respect of the options that were granted to the Chairman of the Board of Directors

The parties' commitment under the services agreement was made retroactively as from February 1, 2009, and until such time as the Chairman of the Board of Directors ceases to hold office as the Chairman of the Company's Board of Directors for any reason whatsoever. Despite the aforesaid, the services agreement can be cancelled at any time by either of the parties, for any reason whatsoever, by giving 90 (ninety) days written notice in advance

On January 8, 2014, the general meeting approved the updating of the services agreement, with effect as from January 1 2014 The management services that are provided by the Chairman of the Board of Directors are to be in an extent that is not less than 40% of a full time position In consideration for the management services, the Chairman of the Board of Directors will be entitled to a monthly consideration of NIS 53,000 with the addition of VAT as required by law and linked to the Consumer Prices Index In addition, the Chairman of the Board of Directors will be entitled to an annual bonus, in accordance with the annual bonus mechanism that has been set in the Company's remuneration policy, at a rate that shall not exceed 90% of the level of the bonus that the Chief Executive Officer is entitled to (2% of the Company's annual pre-tax profit and not more than NIS 3 million) The other instructions, which were not updated explicitly, will continue to apply in accordance with the provisions of the services agreement

(3) The allocation of options to the Company's Chief Executive Officer

The Company granted the outgoing Chief Executive Officer, Mr Eliezer Shkedi, 9,914,382 options, which are exercisable into 9,914,382 regular shares of par value NIS 1 each in the company, which as of the time of the signing of the option agreement (which was approved in accordance within the framework of the approval of the employment agreement) ("The options agreement"), constituted approximately 2% of the Company's issued and paid-up share capital and approximately 1.90% at full dilution The options were granted on February 7, 2010, in accordance with the Company's 2006 options plan and in accordance with the options agreement with the outgoing Chief Executive Officer

The options were allocated in trust for the outgoing Chief Executive Officer in accordance with Section 102 of the Income Tax Ordinance, on the capital gains track, and are exercisable into shares in the Company, subject to adjustments and as detailed below

The exercise price of each option stood at 96.5 Agorot, the closing price of the Company's shares on November 1, 2009, the time at which the outgoing Chief Executive Officer started work

No expense was recorded in 2014 in respect of the options The said options were not exercised and expired after the reporting date, on March 19, 2015

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments**A. Composition:****Derivative financial assets:**

	<u>Current Assets</u>		<u>Total Assets</u>	
	<u>As of December 31</u>		<u>As of December 31</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	<u>Thousands of Dollars</u>			
Derivative financial instruments, that have been designated as hedging items:				
Jet fuel hedging agreements	-	7,163	-	7,163
Forward contracts for the purchase of foreign currency	-	4,834	-	4,834
	-	11,997	-	11,997
Derivative financial instruments that are measured at fair value through profit or loss				
Jet fuel hedging agreements	-	892	-	892
Total derivative financial assets:	-	12,889	-	12,889

Derivative financial liabilities:

	<u>Current Liabilities</u>		<u>Non-Current Liabilities</u>		<u>Total</u>	
	<u>As of December 31</u>		<u>As of December 31</u>		<u>As of December 31</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	<u>Thousands of Dollars</u>					
Derivative financial instruments, that have been designated as hedging items:						
Jet fuel hedging agreements	42,144	-	-	-	42,144	-
Foreign currency hedging transactions	2,912	-	-	-	2,912	-
Interest rate swap contracts	216	165	-	826	216	991
	45,272	165	-	826	45,272	991
Derivative financial instruments that are measured at fair value through profit or loss						
Jet fuel hedging agreements	19,930	-	-	-	19,930	-
Foreign currency hedging transactions	8,131	-	-	-	8,131	-
	28,061	-	-	-	28,061	-
Total financial liabilities	73,333	165	-	826	73,333	991

B. The equity management policy

The Company manages its equity in order to ensure that the Group entities will be able continue to exist as "going concerns", while increasing the yield of its shareholders. The equity includes the issued share capital, capital reserves and the balance of retained earnings, as described in the statement of changes in equity.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)

C. The principal accounting policies

Details are presented in Note 2 in respect of the principal accounting policies and the methods that have been adopted, including conditions for recognition, the basis of measurement and the basis in accordance with which the revenues and expenses have been recognized for each group of financial assets, financial liabilities and capital instruments

D. The objectives for the management of financial risks

The Company's Board of Directors is responsible for the approval of the Company's market risk management policy and it supervises the implementation of the policy through the Market Risks Management Committee

The Committee is responsible for defining and updating the policy, for the exercise of control over the implementation of the policy and for giving instructions and/or approvals to the Company's management for deviation from the implementation of the policy in accordance with various developments

The Company's Chief Executive Officer is responsible for decision making regarding the actual execution of hedging transactions in accordance with the policy and the Committee's directives

The Company's Finance Department provides services for its business operations, it enables access to local and international financial markets, it supervises and manages the financial risks that are related to the Company's operations by means of internal reports, which analyze the level of the exposure to risks in accordance with their level and their strength. These risks include market risks (currency risk, interest rate risk and jet fuel price risk) and liquidity risk

The Company lowers the reduced the impact of the foregoing by using derivative financial instruments in order to hedge the exposure to risks. The use of derivative financial instruments is made in accordance with the Company's policy, which has been approved by the Board of Directors, which determines written principles in respect of the management of currency risk, interest rate risk, jet fuel price risk, the use of derivative financial instruments and non-derivative financial instruments and the investment of surplus liquidity. The directives for the execution of the hedging activity are given by the Company's Chief Executive Officer and they are executed by the Finance Division. The compliance with the policy and the level of the exposure are reviewed by the Risks Management Committee routinely and continuously

The Board of Directors' Market Risks Management Committee directs management to exceed the delineated periods in that policy from time to time, in accordance with developments in the market

E. Market risk

The Group's operations expose it primarily to financial risks in respect of changes in the prices of jet fuel (see section H below) in the exchange rates of foreign currency (see F below), and to changes in interest rates (see G below). The Group holds a variety of derivative financial instruments in order to hedge its exposures to market risks, which include

- Swap contracts and options for projected purchases of jet fuel in order to reduce the exposure to changes in jet fuel prices

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)

E. Market risk (Continued)

- Forward foreign currency swap contracts and options in order to reduce the Company's exposure in respect of payments of salaries and to local suppliers in New Israeli Shekels
- IRS swap contracts in order to reduce the risk deriving from an increase in the interest rates

No change has occurred in the causes of the exposure to market risk during the reporting period
 See sections 28F, 28G and 28H below regarding changes that have occurred in the hedging policy in the reporting year

F. Currency risk

Most of the Company's revenues and expenses are in Dollars, and the Company is exposed to changes in the rate of the Dollar against other currencies in which it has revenues and expenses, primarily in respect of most of the salary expenses, which are paid in Israel in Shekels. Accordingly, a change in the exchange rate of the Dollar against the Shekel affects the Dollar value of the Company's Shekel-denoted expenses

The Company also has an exposure in the statement of financial position to a devaluation of the Dollar opposite the Shekel and opposite other currencies, which is in respect of a surplus of financial liabilities over financial assets that are denominated in a currency other than the Dollar (mostly, the Shekel)

The carrying values of the Group's principal financial assets and liabilities, which are denominated in a currency other than the functional currency are as follows

	Assets		Liabilities	
	As of December 31		As of December 31	
	2014	2013	2014	2013
	Thousands of Dollars			
In Euros or linked thereto	17,110	29,241	22,299	21,551
In New Israeli Shekels	66,291	58,941	41,535	55,355

Sensitivity analysis for foreign currency

The Group is exposed primarily to the Shekel and to the Euro

The following table details the sensitivity to an increase or a decrease of 10% in the relevant exchange rate 10% is the sensitivity rate that used in reports to key management personnel, and this index also represents management's assessment in respect of a reasonable change in the exchange rates The sensitivity analysis includes the existing balances of financial items that are denominated in foreign currency and it adjusts their translation at the end of the period for a change of 10% in the exchange rate of foreign currency

Positive numbers in the table represent an increase in the profit or loss and an increase in equity, and a negative number represents a decrease in the profit or loss and a decrease in equity

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)**F. Currency risk (Continued)**

The impact of a 10% increase in the Dollar against the other currencies, (before the impact of taxation)

	NIS Influence		Euro Influence	
	As of December 31		As of December 31	
	2014	2013	2014	2013
	Thousands of Dollars			
Profit or (loss)	(1,248)	(326)	472	(699)

Forward Agreements for Foreign Currency Swaps:

From time to time, the Company examines the need to use derivative financial instruments in order to reduce its exposure to currency risks. When holding a derivative financial instrument, the Company is exposed to a change in the fair value of those financial instruments as a result of changes in their market value.

In order to reduce its cash flow exposure in respect of the Dollar - Shekel exchange rate, from time to time the Company executes hedging transactions, some of these transactions are recognized as cash flow hedging and some are not.

As from the end of 2010, the Company hedges its expected cash flow exposure at a rate of 75% for the coming 12 months on a rolling monthly basis. The extent of the actual hedging will be determined in accordance with the exercise of management's judgment.

The fair value of the forward contracts for foreign currency swaps as of the date of the statement of financial position was determined published future exchange rates and using published yield curves, that are derived from published interest rates that match the settlement dates of the contracts that are denominated in foreign currency.

In 2014, the Company entered into commitments under a number of additional financial transactions, which were intended to protect the Company against a decrease in the exchange rates of the Dollar against the Shekel, for periods ending in November 2015.

In 2014, the Company recorded expenses of approximately \$9.1 million in respect of foreign currency hedging transactions.

The overall net fair value of the foreign currency hedging transactions as of December 31, 2014, amounts to a liability of approximately \$11.0 million (of which approximately \$2.9 million is in respect of transactions that have been recognized as the accounting hedging of cash flows), as compared with an asset of approximately \$4.8 million as of December 31, 2013. The decrease in the fair value derives primarily from an increase in the exchange rate and from the purchase and expiry of foreign currency hedging during the course of 2014.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)**F. Currency risk (Continued)****Cash Flow Hedging**

The following table details the base amounts of the transactions and the remaining terms of forward contracts for foreign currency swaps, as exist as of the date of the statement of financial position

	Exchange Rate	The amount of the transactions	The fair value of the asset
	USD – NIS	Thousands of Dollars	
Cash Flow Hedging			
Up to 12 months	3 55 – 3 59	38,780	(2,912)

See Note 2N on the subject of the Group's accounting policy on of cash flow hedging.

Over the course of the year, equity decreased by \$5,693, after taxation thousand (in 2013, the amount of the equity decreased by \$4,702 after tax), in respect of the effectiveness of the hedging of cash flows as a hedge against cash flow risk in respect of exchange rates

In 2014 the Company entered into a number of additional financial transactions intended to protect the Company from drops in the exchange rate of the USD vs the NIS for periods ending August 2014. These transactions are recognized as cash flow hedges for accounting purposes

Sensitivity analysis of forward contracts for foreign currency swaps

The sensitivity analysis is determined on the basis of the exposure to foreign currency exchange rates of derivative and non-derivative financial instruments as of the date of the statement of financial position. The sensitivity analysis has been prepared under the assumption that the sum of assets as of the date of the statement of financial position remained unchanged throughout the entire reporting period. For the purpose of the internal reporting to key management personnel regarding foreign currency exchange rate risk has been done using a rate of increase or decrease of 10%, which represents management's assessment in respect of reasonable changes in foreign currency exchange rates

On the assumption that the Shekel - Dollar exchange rates were to have increased/ decreased by 10% in 2014 (2013 10%) with all other parameters remaining constant, the impact on the equity, before taxation would have been as follows

Capital reserves as of December 31, 2014, would have increased/decreased by \$3.5 and \$4.3 million, respectively (as of December 31, 2013, they would increased/decreased by \$7.8 and \$9.6 million, respectively)

The loss for the year 2014 would have increased/ decreased by approximately \$10.9 and approximately \$11.3 million, respectively (for the year 2013, without any change since there were no open transactions as of December 31, 2013, which were not recognized as hedging transactions for accounting purposes)

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)

G. Interest Risk

The Group is exposed to interest risk since the Company has loans bearing variable interest rates. The risk is managed by the Company by maintaining an appropriate ratio between variable interest and fixed interest loans and by making use of interest rate swap contracts. The hedging activity is assessed regularly in order to adapt it to the forecasts regarding the desired interest rate and hedged risk. An optimal hedging strategy is ensured by adapting the mix of the Company's loans and by executing back to back hedging against the repayment schedules of the existing loans.

In accordance with the Company's interest hedging policy, the Company hedges its cash flow exposure to the LIBOR interest rate (exposure that derived from Company's loans), in an extent of up to 50% of its overall exposure with a horizon of up to 5 years. The interest rate hedging will be carried out using financial instruments (such as IRS) or by taking sum some of the loans at fixed interest rates.

The Group's exposure to interest rates on financial assets and liabilities is described in the section on liquidity risk management, which is presented above in this note.

No material change occurred in the factors causing an exposure to interest or in the way the Group in which manages or measures the risk during the year.

Interest rate swap contracts:

Within the framework of the interest rate swap agreements, the Group has entered into commitments under contracts for the replacement of the differences between the amounts of fixed rate and of variable rate interest, which are calculated for agreed-upon denoted amounts of principal. These contracts enable the Group to reduce the risk in respect of variable interest rates to the fair value of debt bearing interest at a fixed rate and the cash flow exposures relating to variable interest rate bearing debt. The fair value of the interest rate swap contracts as of the date of the statement of financial position is determined by discounting the future cash flows using future interest curves as of the reporting date and the credit risk that is structured in such a contract. The average interest rate is based on the balances existing at the end of the year.

Cash Flow Hedging :

As of December 31, 2014, there is one transaction that is recognized as cash flow hedging for accounting purposes.

The following tables detail the fixed interest rate in accordance with a contract, the uncleared balance and the fair value of the interest rate swap contracts for interest rate hedging transactions that are recognized as cash flow hedging for accounting purposes, which existed as of December 31, 2014 and as of December 31, 2013.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)**G. Interest Risk (Continued)**

Payment of fixed rate interest/ receipt of variable rate interest	Interest Rate		Unpaid Balance		Fair Value – Liability	
	Fixed by Contract		As of December 31		As of December 31	
	2014	2013	2014	2013	2014	2013
	%	%	Thousands of Dollars			
Up to one year	1 10	0 67	97,500	148,945	(216)	(165)
Between one and two years		1 10	-	115,500	-	(826)
			<u>97,500</u>	<u>264,445</u>	<u>(216)</u>	<u>(991)</u>

The interest swap contracts are cleared on a quarterly basis in accordance with the repayment schedule for the loan in respect of which the hedging contract was executed. The Group intends to clear the differences between variable and fixed interest rates on a net basis.

See Note 2N on the subject of the Group's accounting policy on the matter of cash flow hedging.

As of December 31, 2014 and as of December 31, 2014 the Company had no interest rate hedging contracts that are not recognized as accounting hedges.

Interest rate swap agreements that have been recognized as cash flow hedging for accounting purposes:

Three agreements were signed in 2012, with a banking entity in Israel, which are recognized as cash flow hedging for accounting purposes, within the framework of which the variable Libor interest component was replaced by a fixed component. These transactions were executed as follows: the first was executed on an initial principal balance of approximately \$35 million, declining gradually in accordance with the repayment schedule for the loan for a period of one year commencing in November 2012. This transaction ended in November 2013. The second transaction was executed on an initial principal balance of approximately \$162 million, declining gradually in accordance with the repayment schedule for the loan for a period of one year and three months commencing in October 2012. This transaction ended in January 2014. The third transaction was executed on an initial principal balance of approximately \$111 million, declining gradually in accordance with the repayment schedule for the loan for a period of one year from January 2014. This transaction ended in January 2015.

No additional interest rate hedging agreements were executed in 2014.

The Company recorded interest expenses of approximately \$0.9 million in 2014 in respect of interest hedging transactions.

The fair value of these interest rate swap instruments, which are recognized as cash flow hedging for accounting purposes as of December 31, 2014 is a liability of \$216 thousand (as of December 31 2013, a liability of \$991 thousand).

Over the course of the year, equity increased by \$568 thousand after tax, as a result of the effectiveness of cash flow hedging as protection against cash flow risk in respect of interest rates (in 2013 an increase of \$383 thousand after tax in equity after tax).

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)

G. Interest Risk (Continued)

Interest Rate Sensitivity Analysis:

The sensitivity analysis is determined on the basis of the exposure of derivative and non-derivative financial instruments to interest rates as of the date of the statement of financial position. The sensitivity analysis in respect of variable interest bearing liabilities has been prepared under the assumption that the amount of the liability as of the date of the statement of financial position was outstanding throughout the reporting year. For the purpose of internal reporting internally to key management personnel in respect of interest rate risk, increases and decreases of 75% (in 2013 – increases and decreases of 75% were used), representing management's assessment in respect of a reasonably possible change in interest rates.

On the assumption that the interest rates would increase/decrease by 75% in 2014 (2013 75%) and the remaining parameters were to remain constant, the pre-tax impact on equity would be as follows:

- Capital reserves as of December 31, 2014 would increase/decrease by \$53 thousand and \$54 thousand, respectively (as of December 31, 2013 they would have increased/decreased by 250 thousand and \$250 thousand, respectively)

H. Jet fuel price risk

The Market Risks Management Committee determines the scope and the manner of the hedging of the future consumption of jet fuel. The significance of the financial hedging of jet fuel prices is to secure a range of jet fuel purchase prices. In the event of a decrease in jet fuel prices, which is secured beyond the range, then the Company pays the difference. In the event of an increase in jet fuel prices, the Company receives the difference from the guaranteeing company (primarily banks). The goal of the hedging of jet fuel prices is to hedge the Company's exposure to changes in global jet fuel prices.

The Company is exposed to changes in the fair value of these financial instruments as a result of changes in their market prices.

As from the end of 2010, the Company's jet fuel hedging policy has been as follows:

Jet fuel hedging will be executed for a period of 12-24 months going forward, on a rolling monthly basis and at decreasing rates.

For the coming month the Company will hedge at least 60% and at the most 75% of its jet fuel consumption. These percentages will decrease by 5% each month until the 12th month.

For the 13th to the 18th months, the Company's management will be able to hedge up to 20% of the Company's expected jet fuel consumption (with no minimum hedging requirement).

For the 19th to the 24th months the Company's management will be given the option of hedging up to 10% of the Company's expected jet fuel consumption (with no minimum hedging requirement).

The hedging is to be executed using various financial instruments in accordance with the exercise of judgment by management (price fixing, options and various option structures), using appropriate base assets such as jet fuel, crude oil or refined oil.

At least 20% of the hedging is to be executed using options, and the balance will be executed by means of options and/or price fixing, at the Company's management's full discretion.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)

H. Jet fuel price risk (Continued)

Over the course of the reporting year the Company adapted the implementation of the jet fuel hedging policy to the highly fluctuating market conditions, such that from time to time a deviation from the minimum lines that are determined in the policy arises, all of which is reported routinely to the Market Risk Management Committee and to the Board of Directors, with agreement being received for this

As of December 31, 2014, the Company had commitments, for the purpose of hedging jet fuel prices, in an extent that is estimated at approximately 28% of expected consumption for 2015. After the date of the statement of financial position, the Company executed additional financial transactions to hedge against an increase in jet fuel prices in accordance with its hedging policy, and as of a time shortly before the publication of this report, it is hedged at a rate of 36% of the expected consumption for the period from March 2015 to March 2016.

In 2014, the Company recorded expenses of approximately \$42.7 million in respect of jet fuel hedging transactions.

The overall net fair value of the jet fuel hedging transactions amounted to a liability of approximately \$62.1 million (of which a liability of approximately \$42.1 million was in respect of transactions that are recognized as cash flow hedging for accounting purposes) as of December 31, 2014, as compared to an overall asset of approximately \$8.1 million as of December 31, 2013. The change in fair value derives mainly from the decrease in the price of jet fuel and from the purchase and expiry of jet fuel hedging transactions during the course of 2014.

Over the course of the year, the equity decreased by an amount of \$36,173 thousand, after taxation, in respect of the effectiveness of cash flow hedging as hedging against cash flow risk in respect of changes in jet fuel prices (in 2013 an increase of \$3,393 thousand in equity after taxation).

Sensitivity analysis for jet fuel prices:

The following sensitivity analysis has been determined on the basis of the exposure to fuel price risks as of the reporting date. An increase or decrease at a rate of 15%, which represents management's assessment in respect of reasonable changes in the prices of jet fuel, has been used.

If jet fuel prices were to have been 15% higher/lower in 2014 (2013 15%), the pre-tax impact would have been as follows:

- Capital reserves in respect of jet fuel hedging transactions would have increased/decreased by approximately \$11.3 million and by approximately \$11.3 million, respectively as of December 31, 2014 (as of December 31, 2013, they would have increased/decreased by approximately \$25.9 million and approximately \$25.9 million, respectively).

And also:

- The loss for the year ending December 31, 2014 would have increased/decreased by approximately \$4.3 million and approximately \$4.5 million, respectively (for the year ending December 31, 2013 the profit would have increased/decreased by approximately \$5.1 million and approximately \$3.4 million, respectively).

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)**I. Credit risk management**

Credit risk relates to the risk that the counter party will not meet its contractual commitments and will cause a financial loss to the Group

The Company and its consolidated companies have cash and cash equivalent, which are primarily deposited with large financial institutions that have a high credit rating. The Company and its consolidated companies do not anticipate losses deriving from credit risk.

Most of the revenues of the Company and of its consolidated companies derive from a large number of customers (primarily travel and cargo agents), who are characterized by a considerable level of dispersal in several countries. The exposure to credit risk in connection with customers is restricted limited because of their relatively large number and their dispersal, as aforesaid. There is credit insurance in Israel (in a limited amount) for travel and cargo agents in Israel. There is collateral abroad for agents' risks, insofar as this is customary in each country. The Company routinely examines the customer's compliance their commitments and it records appropriate provisions for doubtful debts in its financial statements where necessary.

The carrying amounts of financial assets, which are recorded in the financial statements, are presented as net amount after deducting impairment in value, represent the Group's maximum exposure to credit risk, which is without taking the value of any collateral whatsoever into account.

J. The management of liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial commitments as they fall due for payment. The Company's approach to the management of its liquidity risks it to ensure a level of liquidity that is sufficient to meet its commitments on time, insofar as this is possible. The Company verifies the existence of sufficient levels of cash, in accordance with what is required to pay the expected operating expenses, including the amounts that are required in order to meet its financial commitments. The Company has deposits, which are charged in favor of the settlement of hedging transactions on jet fuel. The foregoing does not take the potential impact of extreme scenarios that cannot be reasonably anticipated into account.

Interest and liquidity risk tables**(1) Financial assets and liabilities that do not constitute derivative financial instruments**

The following tables details the remaining contractual settlement times for the Company's financial assets (liabilities) that do not constitute financial derivatives. These tables have been prepared on the basis of the non-discounted cash flows, based on the earliest date on which the Group may receive the asset or be required to settle the liabilities. The table contains cash flows for both interest and principal in respect of interest-bearing instruments.

	First Year	Second Year	Third Year	Fourth Year	Fifth Year Onward	Total
	Thousands of Dollars					
As of December 31, 2014:						
Interest - bearing instruments	(152,307)	(133,799)	(157,838)	(49,355)	(222,595)	(715,894)
Trade payables	(145,900)	-	-	-	-	(145,900)
Trade receivables	118,720	-	-	-	-	118,720

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)**J. The management of liquidity risk** (Continued)**(1) Financial assets and liabilities that do not constitute derivative financial instruments**
(Continued)**As at December 31, 2013:**

Interest instruments	(169,421)	(89,868)	(97,174)	(148,066)	(199,199)	(703,728)
Trade payables	(126,308)	-	-	-	-	(126,308)
Trade receivables	125,144	-	-	-	-	125,144

(2) Derivative financial instruments:

The following table details an analysis of the Group's liquidity in respect of its derivative financial instruments. The table has been prepared on the basis of the cash receipts (payments) in respect of derivative instruments that are cleared on a net basis and the undiscounted gross cash receipts/payments in respect of those derivatives that are required to be cleared on a net basis. Where the amount payable or receivable is not fixed, the amount for which disclosure has been provided has been determined in relation to the forecast interest rates, which are described by the existing interest yield rate as of the date of the statement of financial position.

	Up to 1 Month	1-3 Months	Over 3 months and up to 1 Year	Total
	Thousands of Dollars			
As of December 31, 2014:				
Foreign currency swap contracts	(1,541)	(2,732)	(6,146)	(10,419)
Interest rate swap contracts	(216)	-	-	(216)
Contracts to reduce the exposure to changes in fuel prices	(10,310)	(17,160)	(35,597)	(63,067)
	(12,067)	(19,892)	(41,743)	(73,702)

As of December 31, 2013:

Foreign currency swap contracts	762	748	3,391	4,901
Interest rate swap contracts	(407)	-	(785)	(1,192)
Contracts to reduce the exposure to changes in fuel prices	1,289	2,043	4,962	8,294
	1,644	2,791	7,568	12,003

See Note 17 for details regarding the Company's means of financing.

Furthermore, see Note 1C to the financial statements regarding the increasing of the State's participation in the security costs of the Israeli aviation companies. The Company's cash flows that are generated by the operating activities, as well as the expected beneficial impact of the reduction in the prices of fuel oil and the strengthening of the Dollar, which will enable the Company to meet its commitments in the foreseeable future.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)

K. Analysis of financial instruments that are not presented at fair value in the statement of financial position:

Other than as detailed in the following table the Company is of the opinion that the carrying value of the financial assets and liabilities that are presented at depreciated cost in the financial statements is approximately identical to their fair value

	Carrying Value		Fair Value	
	As of December		As of December	
	2014	2013	2014	2013
Long-term fixed interest loans (Level 2)	<u>239,464</u>	<u>165,709</u>	<u>236,248</u>	<u>163,273</u>

The fair value of these loans is based on a calculation of the present value of the cash flows in accordance with an interest rate of 2.7% as of December 31, 2014 (3.10% as of December 31, 2013), which is received for similar loans having similar characteristics

The increase in the carrying value and in the fair value of the loans derives primarily from the recruitment of additional loans for the purchase of aircraft in the course of the year 2014, less the current repayments

L. Details of assets and liabilities that are measured at fair value in the statement of financial position

For the purposes of measuring the fair value of its assets or liabilities, the Group classifies them in accordance with a hierarchy that includes the following three levels

- Level 1 - Quoted prices (without adjustments) in active markets for identical assets or identical liabilities, which the Company has access to at the time of the measurement
- Level 2 - Data other than quoted prices that are included in level 1, which can be observed directly or indirectly for the asset or the liability
- Level 3 - Data that is not observable for the asset or the liability

The classification of the assets or liabilities that are measured at fair value is based on the lowest level significant use was made in measuring the fair value of the asset or liability as a whole

The following are the Group's assets and liabilities measured at fair value in the Company's balance sheet, in accordance with their measurement levels

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 28 - Financial Instruments (Continued)**L. Details of assets and liabilities that are measured at fair value in the statement of financial position (Continued)****Assets that are measured at fair value in the statement of financial position:**

	Level 2	
	2014	2013
	Thousands of Dollars	
Derivative financial instruments, that have designated as hedging items:		
Jet fuel hedging transactions	-	7,163
Foreign currency hedging transactions	-	4,834
	-	11,997
Derivative financial instruments that are measured at fair value through profit or loss		
Jet fuel hedging transactions	-	892
Total derivative financial assets:	-	12,889

Liabilities that are measured at fair value in the statement of financial position:

	Level 2	
	2014	2013
	Thousands of Dollars	
Derivative financial instruments, that have designated as hedging items:		
Jet fuel hedging transactions	(42,144)	-
Foreign currency hedging transactions	(2,912)	-
Interest hedging transactions	(216)	(991)
	(45,272)	(991)
Financial liabilities measured at fair value through profit or loss		
Jet fuel hedging agreements	(19,930)	-
Foreign currency hedging transactions	(8,131)	-
	(28,061)	-
Total derivative financial liabilities:	(73,333)	(991)

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 29 - Details for components of the statement of profit or loss**A. Operating revenues:****Composition:**

	For the year ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Flying passengers	1,833,339	1,848,750	1,762,394
Less – discounts	(5,119)	(6,867)	(6,788)
	1,828,220	1,841,883	1,755,606
Flying cargo and mail	179,409	182,436	188,717
	2,007,629	2,024,319	1,944,323
Others	73,674	78,701	71,319
	2,081,303	2,103,020	2,015,642

B. Operating expenses**(1) Composition:**

	For the year ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Fuel	703,060	690,922	686,169
Salary and social benefits	340,895	**334,163	**298,887
Airport fees and services	196,963	*186,582	173,232
Maintenance of aircraft, flight and ground equipment	115,556	*105,725	103,026
Air navigation and flight communications	100,207	96,218	92,777
Depreciation	110,664	104,421	109,676
Insurance	4,402	6,450	6,062
Aircraft leasing fees	73,297	81,268	77,192
Meals and supplies	46,182	45,943	41,492
Air crew expenses	53,737	50,030	48,339
Security expenses less the State's participation (see 2 below)	3,486	15,437	33,212
Cost of duty-free products	10,199	11,066	10,606
Other expenses	32,349	*24,603	21,266
	1,790,997	1,752,828	1,701,936

* Reclassified

** Immaterial adjustment of the comparative figures – see Note 5

(2) Participation in security costs:

In continuation of the above note, as a result of the increasing of the rate of the State's participation in the security expenses of Israeli airlines by an additional 12.5%, such that the State's participation rate would amount to 97.5%, the Company has received supplementary participation, which has recorded in its Financial Statements by means of a reduction in operating expenses for the year 2014

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 29 - Details for components of the statement of profit or loss (Continued)

C. Selling expenses:

Composition:

	For the year ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Commissions to agents and to credit card companies	112,963	119,428	123,965
Salary and social benefits	47,134	**47,913	**49,492
Advertising and public relations	11,278	10,968	8,511
Others	29,691	*26,405	*26,011
	<u>201,066</u>	<u>204,714</u>	<u>207,979</u>

* Reclassification between selling expenses and general and administrative expenses in respect of doubtful debts

** Immaterial adjustment of the comparative figures – see Note 5

D. Administrative and general expenses:

Composition:

	For the year ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Salary and social benefits	65,301	**68,263	**61,450
Professional services	6,654	7,541	6,509
Communications	2,420	2,154	2,113
Rental fees and office maintenance	13,961	13,181	12,093
Insurance	1,995	2,059	2,138
Other expenses	14,084	*12,608	*12,115
	<u>104,415</u>	<u>105,806</u>	<u>96,418</u>

* Reclassification between selling expenses and general and administrative expenses in respect of doubtful debts

** Immaterial adjustment of the comparative figures – see Note 5

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 29 - Details for components of the statement of profit or loss (Continued)

E. Other expenses (revenues), net:

(1) Composition

	For the year ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Expenses in respect of employee retirement plans, net (See Note 21E and Section 2 below)	(177)	428	307
Expenses in respect of legal actions (see Note 24C)	173	2,119	848
Capital gain on the disposal of fixed assets (see 3 below) (4)	(5,457)	(3,019)	(4,182)
Cancellation of provision for lawsuits (see Notes 24C(1) and 36F)	(6,037)	-	-
Others	(27)	478	224
Total	(11,525)	6	(2,803)

- (2) The Company had no new retirement plans in 2014, 2013 and 2012. The retirement plan expenses also includes the revaluation of liabilities for existing retirement plans following the annual revaluation of the stipend as well as the change in the exchange rate of the Shekel in relation to the Dollar as well as a discounting factor for the retirement plans.

- (3) A capital gain of approximately \$4.6 million was recorded in 2014, primarily on the sale of 2 PW4056 engines.

A capital gain of approximately \$2.3 million was recorded in 2013, primarily on the sale of a Boeing 767 aircraft.

A capital gain of approximately \$9.4 million was recorded in 2012 from a transaction for the sale and lease-back of two 56-7B CFM engines, a capital loss of approximately \$5.9 million from a transaction for the sale of two Boeing 757-200ER aircraft as well as a capital gain of approximately \$0.4 million from a transaction for the sale of a Boeing 757-200 aircraft.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 30 - Financing expenses**Composition:**

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Interest in respect of loans	15,061	14,186	16,475
Expenses in respect of interest hedging agreements	864	720	238
Expenses in respect of the revaluation of Maman options and shares, see Note 12B	-	686	-
Expenses in respect of exchange rate hedging transactions (in connection with salary expenses)	9,134	-	13,533
Loan recruitment commissions and other bank expenses	6,451	5,116	4,201
Exchange rate differences in respect of balances other than in the Group's functional currency	5,095	5,150	3,966
	<u>36,605</u>	<u>25,858</u>	<u>38,413</u>

Note 31 - Financing income

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Interest on short term bank deposits	111	331	594
Revenues from foreign currency hedging agreements (inc connection with salary expenses)	-	24,605	-
Exchange rate differences in respect of balances other than in the Group's functional currency	108	-	445
Expenses in respect of the revaluation of Maman options and shares, see Note 12B	687	-	130
Others	6	170	278
	<u>912</u>	<u>25,106</u>	<u>1,447</u>

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 32 - Earnings per Share

		For the Year Ending December 31		
		2014	2013	2012
		Thousands of Dollars		
A.	Base Profit per Share:			
	Earnings (loss) per year attributed to the shareholders in the parent company	<u>(28,060)</u>	<u>26,667</u>	<u>(18,198)</u>
	Weighted average of number of ordinary shares used in the calculation of the basic earnings per share (in thousands)	<u>495,719</u>	<u>495,719</u>	<u>495,719</u>
B	Diluted Profit per Share"			
	Earnings (loss) used to calculate the diluted earnings per share	<u>(28,060)</u>	<u>26,667</u>	<u>(18,198)</u>
	Weighted average of number of ordinary shares used in the calculation of the diluted earnings per share (in thousands)	<u>495,719</u>	<u>495,719</u>	<u>495,719</u>

- C. Instruments that could potentially dilute the basic earnings per share in the future, but which have not been included in the calculation of the diluted revenue per share since their influence was anti-diluting:**

		For the Year Ending December 31		
		2014	2013	2012
		Thousands of Dollars		
	Number of options issued in the framework of share-based payment arrangements (in thousands)	<u>9,914</u>	<u>11,658</u>	<u>17,250</u>

Note 33 - Segmental reporting**A. General:**

The Group has been implementing IFRS 8 "Operating segments" (hereinafter "IFRS 8"), since January 1, 2009. In accordance with the provisions of IFRS 8, operating segments are identified on the basis of the internal reporting in respect of the components of the Group, which are routinely reviewed by the Group's Chief Operational Decision Maker for the purpose of allocating resources and the evaluation of the performance of the operating segments.

In this light, the following are details of the Company's reported operating segments in accordance with IFRS 8:

Segment A – Passenger aircraft operations

Segment B – Cargo aircraft operations

The passenger aircraft operations include revenues (without deducting discounts) from the carriage of passengers and their luggage, the carriage of cargo in the cargo holds of passenger aircraft, the carriage of post and also the contribution made by the sale of duty free products.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 33 - Segmental reporting (Continued)

A. General (Continued):

The cargo aircraft operations include the revenues from the carriage of cargo by air. In this field of activity the Company offers cargo carriage services from Israel to foreign destinations and from foreign destinations to Israel, the carriage of cargo from one foreign country to another (the fifth freedom), for example, from Liège in Belgium to New York, or the carriage of cargo within the framework of the sixth freedom (indirect flights via intermediate destinations in the airline company's home country), for example from Asia to Europe or the USA with an intermediate stop in Israel.

During the course of the reporting period, the Company offered cargo carriage services in this field of activity to Liège in Belgium and to New York on scheduled flights, as well as charter flights. Some of the cargo is carried from those airports to its final destination by overland transport.

This activity is carried out using one Boeing 747-400 cargo aircraft, which is leased.

The Company's other activities include revenues from the leasing of aircraft to the subsidiary company – Sun D'Or (which are the main items that are included in the "adjustments" column). Revenues from the provision of maintenance services to external parties as well as from a wide range of services and revenues, such as the leasing of equipment, membership fees from the frequent flyer club, loading and unloading services and so on.

The Company's Chief Operational Decision Maker does not receive reports in respect of the measurement of the segmental assets and accordingly, in accordance with the revision to IFRS 8, this information is not included in the segmental reporting.

B. Analysis of the revenues and the expenses according to the operating segments:

Segmental income represents the contribution made by each segment. Each segment's contribution is determined as follows: revenues deriving from operating segments less the variable expenses that are involved in the operation of passenger aircraft and cargo aircraft, which include, inter alia, fuel expenses (excluding changes in the fair value of jet fuel hedging transactions), airport fees and taxes, variable maintenance costs, air navigation and communication fees, food and supplies for passengers, aircraft leasing fees, discounts and commissions granted to passengers or paid to travel agents, air crew expenses including salaries and variable security costs.

Unattributed expenses primarily include salary costs (except for air crew salaries), changes in the fair value of hedging transactions that have not been recognized for accounting purposes and other fixed costs.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 33 - Segmental reporting (Continued)**B. Analysis of the revenues and the expenses according to the operating segments** (Continued):

	For the year ended December 31, 2014				
	Passenger Aircraft	Cargo Aircraft	Others	Adjustments	Total
	Thousands of Dollars				
	(Unaudited)				
Revenues					
Revenues from external customers	*1,910,620	69,932	47,635	53,116	2,081,303
Inter-segmental revenues	-	-	34,529	(34,529)	-
Total segmental revenues	1,910,620	69,932	82,164	18,587	2,081,303
Segmental results	193,261	(742)	40,864	-	233,383
Unattributed expenses					(237,033)
Operating loss					(3,650)
Financing expenses					(36,605)
Financing income					912
The Company's share of the profits of affiliated companies, net of tax					1,056
Loss before taxes on income					(38,287)
Tax benefit					10,227
Loss for the year					(28,060)

* Including revenues of \$105,280 thousand from cargo and post carried in the cargo holds of passenger aircraft

In 2014, the Company attributed depreciation expenses of \$98,795 thousand to the passenger aircraft segment and it did not attribute depreciation expenses to the cargo aircraft, since it is a leased aircraft

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 33 - Segmental reporting (Continued)**B. Analysis of the revenues and the expenses according to the operating segments** (Continued):

	For the year ended December 31, 2013				
	Passenger Aircraft	Cargo Aircraft	Others	Adjustments	Total
	Thousands of Dollars				
	(Unaudited)				
Revenues					
Revenues from external customers	*1,920,290	70,372	50,575	61,783	2,103,020
Inter-segmental revenues	-	-	46,117	(46,117)	-
Total segmental revenues	<u>1,920,290</u>	<u>70,372</u>	<u>96,692</u>	<u>15,666</u>	<u>2,103,020</u>
Segmental results	<u>224,877</u>	<u>(5,152)</u>	<u>42,478</u>	<u>-</u>	<u>262,203</u>
Unattributed expenses					<u>**(222,537)</u>
Operating income					39,666
Financing expenses					(25,858)
Financing income					25,106
The Company's share of the profits of affiliated companies, net of tax					<u>298</u>
Income before taxes on income					39,212
Taxes on income					<u>**(12,545)</u>
Income for the year					<u>26,667</u>

* Including revenues of \$108,351 thousand from cargo and post carried in the cargo holds of passenger aircraft

** Immaterial adjustment of the comparative figures – see Note 5

In 2013, the Company attributed depreciation expenses of \$90,849 thousand to the passenger aircraft segment and it did not attribute depreciation expenses to the cargo aircraft, since it is a leased aircraft

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 33 - Segmental reporting (Continued)**B. Analysis of the revenues and the expenses according to the operating segments** (Continued):

	For the Year Ending December 31, 2012				
	Passenger Aircraft	Cargo Aircraft	Others	Adjustments	Total
	In Thousands of Dollars				
Revenues					
Revenues from outside customers	*1,827,943	80,431	44,603	62,665	2,015,642
Inter-segmental revenues	-	-	48,557	(48,557)	-
Total segmental revenues	<u>1,872,943</u>	<u>80,431</u>	<u>93,160</u>	<u>14,108</u>	<u>2,015,642</u>
Segmental results	<u>187,727</u>	<u>(3,827)</u>	<u>26,825</u>	<u>-</u>	<u>210,725</u>
Unattributed expenses					<u>** (198,613)</u>
Operating profit					12,112
Financing expenses					(38,413)
Financing income					1,447
The Company's share of the profits of affiliated companies, net of tax					<u>1,426</u>
Loss before taxes on income					<u>(23,428)</u>
Tax benefit					<u>** 5,230</u>
Loss for the year					<u>(18,198)</u>

* Including revenues of \$105,399 thousand from cargo and post carried in the cargo holds of passenger aircraft

** Immaterial adjustment of the comparative figures – see Note 5

In 2012, the Company attributed depreciation expenses of \$92,186 thousand to the passenger aircraft segment and it did not attribute depreciation expenses to the cargo aircraft, since it is a leased aircraft

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 33 - Segmental reporting (Continued)**B. Analysis of the revenues and the expenses according to the operating segments** (Continued):**Presentation by Geographical Segments**

	North America	Europe	East and Central Asia	The rest of the world	Total
	<u>In Thousands of Dollars</u>				
2014					
Revenues-					
Segmental revenues	680,399	973,994	342,539	33,536	2,030,468
Revenues not attributed to segments					50,835
Total revenues in the consolidated statement					2,081,303
2013					
Revenues-					
Segmental revenues	687,020	979,051	339,436	44,983	2,050,490
Revenues not attributed to segments					52,530
Total revenues in the consolidated statement					2,103,020
2012					
Revenues-					
Segmental revenues	662,761	936,818	322,307	46,599	1,968,485
Revenues not attributed to segments					47,157
Total revenues in the consolidated statement					2,015,642

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties

A. General

The Company's parent company is Knafaim Holdings Ltd (hereinafter "Knafaim"), which is under the control of the Borovich family

B. Knafaim and the controlling interests therein:

In June 2004, Knafaim became an interested party in the Company. Since January 2005 Knafaim has been the controlling interest in the Company. As of December 31, 2014, Knafaim holds 36.3% of the shares in the Company.

The following is a general description of the transactions, their characteristics and their extent:

Revenues of \$220 thousand from a company that is controlled by Knafaim have been recorded under revenues from operations in 2014, revenues of \$255 thousand were recorded in 2013 and revenues of \$215 thousand were recorded in 2012.

Transactions with Knafaim and companies in which the controlling interests in Knafaim have a personal interest in an amount of \$968 thousand have been recorded under operating expenses in 2014, expenses of \$1,243 thousand were recorded in 2013 and expenses of \$711 thousand were recorded in 2012.

Transactions via a third party with companies in which the controlling parties at Knafaim have a personal interest, in the field of advertising of \$546 thousand have been recorded under selling expenses in 2014 and expenses of \$583 thousand were recorded in 2013.

General and administrative expenses include \$161 thousand of expenses in respect of directors' insurance in 2014 (2013 – 161 thousand and 2012 - \$140 thousand).

See section F below on the subject of the collective insurance agreement.

C. Transactions with additional related parties and interested parties:

(1) Exceptional transactions with a controlling interest:

- (a) From time to time, the Company enters into commitments with insurance companies under aviation insurance agreements, which include, inter alia, "Hull all risk" insurance and "Liabilities" insurance. As detailed in the Company's immediate report dated October 1, 2014, on September 30, 2014 and on October 1, 2014, the Company's Audit Committee and its Board of Directors (respectively) approved the extension of the Company's commitment with Knafaim under an agreement for an additional period of three years ending on November 25, 2017, in accordance with which aviation insurance cover has been added for Knafaim within the framework of the Company's insurance policies (hereinafter "The joint transaction" and "The aviation insurance agreement", respectively), under similar terms to the terms that were set in the original agreement between the parties dated July 2006 and which has been extended from time to time.

The approval of the Audit Committee and of the Board of Directors for the commitment under the joint transaction was given for a period of up to three years, where the Company has the right to cancel the commitment if certain events occur, as determined in the aviation insurance agreement. In addition, each party will be given the right to bring the agreement to a conclusion, for any reason whatsoever and in accordance with its own judgment, and solely that notification to this effect be given to the other party at least 60 days in advance. The Audit Committee and the Board of Directors approved the extension of the Company's commitment with Knafaim under the aviation insurance agreement, inter alia, for the following reasons:

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

C. Transactions with additional related parties and interested parties (Continued):

(1) Exceptional transactions with a controlling interest (Continued):

(a) (Continued)

In the light of Knafaim's commitments, in accordance with which Knafaim is to indemnify the Company in respect of damage that may be caused to it as a result of the additional insurance, no economic exposure is inherent in the transaction, the addition of Knafaim's insurance is on a scale that is not material in relation to the scope of the Company's aviation insurance to which it will be appended, the additional premium in respect of Knafaim's aviation insurance, which will be paid by Knafaim, will be priced separately by the insurers and it accords with the relative value of that additional insurance in relation to the overall value of the insurances to which it has been appended, Knafaim's additional insurance does not amount to causing the Company to bear a higher premium, which has not been covered entirely by Knafaim

In the light of the abovementioned reasons, the Company's Audit Committee and Board of Directors approved the commitment under the abovementioned joint transaction and they determined that its terms in respect of the Company are not significantly different from its terms in respect of Knafaim, taking note of their relative shares in the joint transaction. Accordingly, and in accordance with Regulation 1(4) of the Companies Regulations (Reliefs in transactions with interested parties) – 2000, there is nothing in the Company's commitment under the joint transaction that requires the approval of a general meeting of the Company's shareholders with a special majority in accordance with Section 275(A)(3) of the Companies Law – 1999

- (b) The rights of the retiring Chairman of the Board of Directors Prof Israel (Izzy) Borovich to tickets on the Company's flights and for himself and his family – Prof Israel (Izzy) Borovich is one of the controlling interests in Knafaim, the controlling interest in the Company. The transaction was approved by the Company's Audit Committee, its Board of Directors and by the general meeting, which was convened on December 30, 2008
- c) The approval of financial compensation for the Company's directors (including directors who are considered to be controlling interests in the Company) – the transaction was approved by the Company's Audit Committee, its Board of Directors and by its Company's general meeting, which convened on March 4, 2009. On May 2, 2012 and following the provisions of Amendment 16 to the Companies Law, the general meeting approved the remuneration (including the right to flight tickets for reduced prices) to which the members of the Company's Board of Directors, including Directors who are numbered among the controlling interests in the Company and except for external directors and directors whose remuneration terms have been arranged individually, for an additional three years
- d) The approval of the updating of the terms of employment of Mr Nimrod Borovich upon his appointment to the role of Head of Business Development, long-term planning and the equipping in the Company

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

C. Transactions with additional related parties and interested parties (Continued):

(1) Exceptional transactions with a controlling interest (Continued):

(d) (Continued)

Mr Nimrod Borovich is the son of Mr David Borovich (one of the controlling interests in Knafaim, the controlling interest in the Company, and husband of Tamar Moses Borovich, the Deputy Chairman of the Board of Directors and one of the controlling interests in Knafaim) and his employment in the Company as from March 2009, as the Manager of Strategic Cooperation Projects, with responsibility for the Company's business cooperations. On September 10, 2014, Mr Borovich was appointed to the position of Head of Business Development long-term planning and the equipping and his monthly salary was updated to an amount of NIS 35,000 with social benefits in accordance with the entitlement of managers of his rank in the Company. The updating of the terms of employment was approved by the Company's Audit Committee and its Board of Directors as well as by the general meeting, which was convened on November 12, 2014.

- e) Directors and officers in the Group are insured under director and officers' liability insurance within the framework of the insurance coverage that is arranged by Knafaim and in accordance with an agreement with Knafaim.

On March 16, 2014, the Company's Audit Committee and Remunerations Committee and on March 18, 2014, the Company's Board of Directors approved the continuation of a commitment with Menorah Mivtachim Insurance Ltd. for the renewal of the directors and officers insurance policy, for an additional period from February 1, 2014 until May 31, 2015. The insurance is within the framework of a collective insurance policy that is arranged by Knafaim for its officers, in subsidiary companies and in related companies, which is in accordance with the facility transaction, which was approved by a general meeting of the Company's shareholders on December 29, 2011 and which was in force until December 28, 2014 (hereinafter "The 2011 facility agreement") and in accordance with the remuneration policy for the Company's officers, which was approved by a general meeting of the Company's shareholders on January 8, 2014, (hereinafter "The remuneration policy").

The limit of the liability within the framework of the insurance policy that has been purchased accords with the terms of the aforementioned facility agreement, and stands at US\$100 (one hundred) million as well as an additional 20% from the limit of the liability that is denoted above, in respect of legal defense expenses in Israel.

On November 12, 2014, the annual and special general meeting of the Company's shareholders approved the Company's commitment with Knafaim under a new facility transaction (hereinafter "The facility transaction") for the joint purchase of an insurance policy for directors and officers in the Company and in its subsidiary companies (including in relation to controlling interests in the Company who hold office as directors and officers), as may hold office in the Company from time to time, for a period of 3 years from December 28, 2014, the time at which the 2011 facility transaction ended and until December 27, 2017.

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Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

C. Transactions with additional related parties and interested parties (Continued):

(1) Exceptional transactions with a controlling interest (Continued):

(e) (Continued)

During the course of the said period, the Company is entitled, from time to time and subject to the approval of the Company's Audit Committee and Board of Directors and without additional approval being required for this from the general meeting, to join with Knafaim in the purchase of an insurance policy for its subsidiary companies and related companies (hereinafter "Collective insurance"), in relation to all of the directors and officers who may hold office in the Company and in its subsidiary companies at that time (including controlling interests)

The insurance policy is in force from February 1, 2014 and May 31, 2015 (a period of 16 months), and it is, as aforesaid, in accordance with the terms of the facility transaction

In accordance with the terms of the policy, the Company's share of the insurance fees is an amount of \$161 thousand a year (and proportionately for a period of 16 months - \$215 thousand), constituting 72% of the insurance fees for the group policy, an amount that is lower than the maximum premium sum set for the Company's share in accordance with the terms of the facility transaction. The self-deductible is between \$10 thousand and \$75 thousand (in accordance with the type and substance of the claim) and is lower than the maximum amount that was set in accordance with the terms of the facility transaction.

The Company's Audit Committee and its Board of Directors have approved the commitment in accordance with the provisions of Regulation 1(3) of the Companies Regulations (Reliefs in transactions with interested parties) – 2000, and they have determined that the commitment accords with the terms set in the 2011 facility transaction.

A summary of the Company's Audit Committee and Board of Directors' reasoning for the approval of the commitment:

The commitment under the insurance policy benefits the Company since it enables its directors and executives to fulfill their duties properly, taking the risks involved in their duties and the legal responsibilities that are placed upon the directors and officers under the law into account, the commitment is in accordance with the Company's remunerations policy, the very purchase of the insurance policy reduces the Company's duty of indemnification vis-à-vis the directors and officers in accordance with the letters of indemnification that have been provided to the directors and officers by the Company, and the commitment accords with the conditions that were set in the facility transaction.

The cost of the policy premium, as described above, is lower than the ceiling for the cost of a policy as set in the terms of the facility transaction, the commitments under officers' liability insurance policies are generally acceptable commitments for Israeli public companies, the terms of the commitment are identical for all of the Company's officers, including officers who are also controlling interests, as they have been in the past and as they may be from time to time, furthermore, the commitment under the insurance policy is made in accordance with market conditions and will have no material impact on the Company's profitability, its property or its liabilities.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

C. Transactions with additional related parties and interested parties (Continued):

(2) Transactions with a controlling interest that are neither exceptional nor insignificant

On March 18 2014, the Company's Board of Directors approved an extension of the Company's commitments with the Yediot Acharonot Group for the years 2014 - 2015, as detailed below (1) a commitment for the purchase of advertising space in the various media that are owned by the Yediot Acharonot Group, (2) a commitment to purchase newspapers and magazines in Israel, which belong to the Yediot Acharonot Group, which are intended for distribution to passengers on the Company's flights. The commitments with the Yediot Acharonot Group have been classified as transactions in which a controlling interest in the has a personal interest, because the Yediot Acharonot Group is owned by the brother of Ms. Tamar Moses-Borovich, who serves as Deputy Chairperson of the Company's Board of Directors and is among the controlling interests in Knaftam, the controlling interest in the Company. The Company's Board of Directors examined the said commitments and came to the conclusion that the commitments are beneficial to the Company. The Audit Committee determined that the said commitments do not constitute exceptional transactions.

It should be noted that in addition to the abovementioned commitments, the Company has additional commitments with the Yediot Acharonot Group, as follows: A commitment for the carriage of cargo (newspapers) from Ben Gurion Airport to J F Kennedy Airport in New York, the granting of benefits on flight tickets to Yediot Acharonot in accordance with a business customer agreement, the purchase of newspapers from the Yediot Acharonot Group overseas and the purchase of advertising space through various media, which are owned by the Yediot Acharonot Group, by the frequent flyer club. The abovementioned commitments were approved by the Board of Directors as "immaterial transactions", after they have been classified as non-exceptional commitments by the Audit Committee.

D. Immaterial transactions

On March 18, 2014, the Company's Board of Directors updated the principles and guidelines for the classification of a transaction by the Company or a consolidated company or an affiliated company with an interested party therein, as an "immaterial transaction", as determined in Regulation 41(A)(6) of the Securities Regulations (Annual financial statements) - 2010 ("The Financial Statements Regulations"). These principles and guidelines will also be used by the Company to determine the scope of the disclosure in a periodic report and in a prospectus (including in shelf offer reports) in respect of transactions by the Company, an entity under its control and its consolidated or affiliated company, with a controlling interest or in the approval of which a controlling interest has a personal interest, as defined in Regulation 22 of the Securities Regulations (Periodic and Immediate Reports) - 1970 ("The periodic and immediate report Regulations") and Regulation 54 of the Securities Regulations (Details in a prospectus and in a draft prospectus - Structure and form), - 1969 ("The details in a prospectus regulations"), as well as for examining the need to deliver an immediate report by the Company in respect of such a transaction, as determined in Regulation 37(A)(6) of the periodic report regulations (the types of transactions that are determined in the financial statements regulations, the periodic report regulations and in the details in a prospectus regulations, which are mentioned above, will be called "Transactions with an interested party" or "Interested party transactions").

Accordingly, The Company's Board of Directors has determined that in the absence of special qualitative considerations arising from all the circumstances of the case, an interested party transaction that is executed in the regular course of the Company's business, under market conditions and which has no material impact on the Company, will be considered to be an "immaterial transaction" if all of the following conditions are met:

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

D. Immaterial transactions (Continued)

- (a) The scope of the annual commitment (on a calendar year basis), which is denoted in it does not exceed NIS 1 million. In the event that the Company does not have full rights in the transaction covered by a specific commitment, the commitment will be determined based on the Company's relative share in the transaction.
- (b) The Company is not required to issue an immediate report on the transaction in accordance with Regulation 36 of the Periodic and Immediate Reports Regulations or in accordance with other law.
- (c) The transaction does not deal in terms of office and employment (as defined in the Companies Law - 1999, hereinafter "The Companies Law") of an interested party or of their relative.

In general terms, any interested party transaction is to be examined separately for the purpose of the testing of its classification as an "immaterial transaction" on the basis of the relevant criteria in the Company's latest consolidated and annual audited annual financial statements. Relevant criteria for examining a transactions are, for example (1) the total sales that are the subject of the interested party transaction, (2) the total cost of the sales the subject of the interested party transaction, (3) the scope of the assets that are the subject of the interested party transaction, (4) the scope of the liabilities that are the subject of the interested party transaction or, (5) the scope of the expense or the consideration that is the subject of the interested party transaction.

In cases in which, in accordance with the Company's judgment, all of the aforementioned criteria are irrelevant for the determination of the immateriality of an interested party transaction, the transaction may be considered negligible, in accordance with a different relevant criterion, that may be determined by the Company, and solely that the relevant criterion that is calculated for this transaction may not exceed NIS 1 million in a calendar year.

Despite the aforesaid, separate transactions that form part of the same commitment or ongoing transactions or very similar transactions that are executed out frequently and repeatedly, are to be examined as a single transaction on an annual calendar basis for the purpose of the examination of their classification an immaterial transaction and such cases, the cumulative volume of the commitment may not exceed NIS 1 million in a calendar year.

In the regular course of its business, during the reporting year or as of time of the presentation of the report or which are still in effect as of the date of the report, transactions with controlling interests that lie within the definition of "immaterial transaction" of the following types and with the following characteristics:

The receipt of advertizing services in the field of billboard advertizing, the purchase of materials and chemicals, which are required for the routine maintenance of aircraft accessories, the provision of ground services, the provision of various legal services, cooperation for the hosting of members of the El-Al frequent flyer club in the Dan Lounge, the receipt of support and maintenance services for the computer system, the provision of discounts on flight tickets in accordance with a business customer agreement, the purchase of screens and their installation in the Company's offices and the provision of ongoing content, production and maintenance services for the Company, catering services for passengers whose flights have been delayed, security screening services for VIP travelers in the Masada Lounge, the provision of undercover inspections on the Company's flights and during security screening for the Company's flights, controls for the Company's website, transportation services for passenger boarding and disembarkation, and the provision various food-related services via the subsidiary company - TAMAM.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

E. Commitment with the Company's Chief Executive Officer:

- (1) On January 29, 2014, the Company's Board of Directors approved the appointment of Mr David Maimon as the Company's Chief Executive Officer (hereinafter "The Chief Executive Officer"), and he took up his position on March 20, 2014. Mr Maimon has filled various positions in the Company since 2005 and his most recent position was as Vice President for Commercial and Aviation Industry Affairs.

On April 8, 2014, a general meeting of the Company's shareholders approved Mr Maimon's terms of office and employment as the Company's Chief Executive Officer.

The employment agreement between the Chief Executive Officer and the Company is for an indeterminate period and within its framework he will hold office as the Chief Executive Officer in a full time capacity. Each party (the Chief Executive Officer or the Company) may bring the agreement to a conclusion by giving six months notice in advance.

The Chief Executive Officer is entitled to an overall monthly salary of NIS 97,500 ("The overall salary"). The overall salary is linked to the Consumer Prices Index or to any other index, that may replace it and it will be updated in January each year, in accordance with the increase in the Index in the preceding year, less any cost of living increments since the time of the last updating of the overall salary. In order to remove any doubt, if there is a fall in the index, the overall salary will not be reduced.

The Chief Executive Officer will be entitled to an annual grant at the rate of 2% of the Company's (pre-tax) profit, with a restriction of NIS 3 million, in accordance with the terms, the restrictions and the provisions that have been set in the remunerations policy, as may be in force from time to time, including the provisions on the subject of the threshold conditions for the receipt of the grant, long-term deferred remuneration as well as on issue of the reduction of the amount of the grant by the Company's Board of Directors. It should be noted in the issue of the deferred grant that despite what is stated in the remunerations policy, the rate of the deferred grant in respect of the Chief Executive Officer will stand at 45% and not at 30%.

The Chief Executive Officer will be entitled to social benefits, such as provisions for managers' insurance or a pension fund, to incapacity insurance and to a further training fund, as is generally acceptable in respect of senior officers in the Company.

Furthermore, the Chief Executive Officer will be entitled to the reimbursement of subsistence expenses in Israel and abroad, in accordance with the Company's procedures and in accordance with the Company's procedures and in accordance with the rates and amounts that may apply in the Company from time to time.

The Company is making a mobile telephone available to the Chief Executive Officer and he is also entitled to the reimbursement of expenses for a telephone at his home.

The Company is making a License Group 6 motor vehicle available to the Chief Executive Officer. The expenses that are involved in the maintenance of the motor vehicle and the use thereof will fall upon and be payable by the Company. The Company will gross up the benefit in kind in respect of the use of the motor vehicle.

The Chief Executive Officer will be entitled to flight tickets, for himself and for members of his family, as is currently customary in the Company for someone who serves as Chief Executive Officer and this shall be in accordance with the Company's existing procedures, as may be updated from time to time.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

E. Commitment with the Company's Chief Executive Officer:

(1) (Continued)

Upon the cessation of the Chief Executive Officer's employment by the Company, as a result of the termination of the employment agreement for any reason whatsoever (but except for dismissal in exceptional circumstances) and his absolute departure from the Company, the Chief Executive Officer will be entitled to severance pay in addition to the pension arrangement, at a rate of one month for each year, in respect of the period of his employment with the Company, in accordance with his last salary as Vice President as of the time of the signing of the employment agreement as the Company's Chief Executive Officer in respect of the years in which he held office as the Vice President, as well as the last salary as Chief Executive Officer, in respect of the years in which he holds office as Chief Executive Officer

(2) Commitment with the outgoing Chief Executive Officer

On March 19, 2014, Mr. Eliezer Shkedi ended his period of office as the Company's Chief Executive Officer, Mr. Shkedi commenced his period of office on January 1, 2010

On January 6, 2010, the Company's Audit Committee and Board of Directors approved the Commitment with the outgoing Chief Executive Officer under an employment agreement (hereinafter "The employment agreement", which entered force retroactively as from November 1, 2009, the main details of which are as follows

The Chief Executive Officer's salary stood at a gross amount of NIS 115,000 a month, which was linked to the Consumer Prices Index on the basis of the known index, where the base index was the index that was published on December 15, 2009

The outgoing Chief Executive Officer was entitled to a bonus, which was conditional upon the Company's financial results

The outgoing Chief Executive Officer was not entitled to a bonus in 2014

See Note 27E(3) on the subject of the options that were granted to the outgoing Chief Executive Officer

In accordance with the employment agreement that had been signed with the outgoing Chief Executive Officer, Mr. Shkedi was entitled to 12 months notice in advance from the time of his actual employment, in other words, until March 19, 2015 and the outgoing Chief Executive Officer waived his right to be employed until the end of a period of 12 months as aforesaid, and in accordance with his request, the employee-employer relationship between the outgoing Chief Executive Officer and the Company ended on December 31, 2014

F. Indemnification for Directors and executives

On May 10, 2005, a general meeting of the shareholders approved a commitment in advance to indemnify officers (no exemption for officers was approved) In accordance with this decision, the extent of the indemnification will be the lower of 25% of the Company's equity in accordance with its December 31, 2004 Financial Statements or 25% of the Company's equity in accordance with its latest annual consolidated financial statements at the time that the indemnification is paid

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

F. Indemnification for Directors and executives (Continued)

On December 29, 2011, a general meeting of the Company gave approval for the amendment of the letters of indemnification for the Company's directors and officers (currently serving or who may serve in the future), including directors and officers who are controlling interests in the Company, such that the scope of the indemnification was updated to an amount not exceeding 25% of the Company's shareholders' equity in accordance with its latest financial statements (quarterly or annual), which were known as of the time of the actual payment of the indemnification, as well as changes in accordance with the Administrative Enforcement Law

On November 12, 2014, a general meeting of the Company's shareholders decided to re-approve the granting of letters of indemnification to the Company's directors who are numbered among the controlling interests in the Company, Mrs Tamar Moses Borovich, Sofia Kimerling and Yehuda (Yudi) Levi, for a period of three years from December 29, 2014 until December 28, 2017

G. Transactions between the Company and the member of the Board of Directors Pinchas Ginsburg (hereinafter: "Ginsburg") or persons acting on his behalf (including entities under his control):

On September 3, 2006, Pinchas Ginsburg (who holds office on the Company's Board of Directors) and I Hillel & Co Ltd ("I Hillel"), which is wholly owned by him, received the approval from the Holder of the Special State Share, in accordance with which the Holder agrees that individuals members of Pinchas Ginsburg's family and I Hillel may jointly hold shares in the Company at a rate that is lower than 15% of the Company's issued share capital

It should be noted that Pinchas Ginsburg has a personal interest, directly or indirectly, in various transactions that are executed by the Company and/or by companies that are related to it, as detailed below (a) From time to time, I Hillel executes transactions with the Company and with Sun D'Or for the purchase of flight tickets for the Company's and Sun D'Or's flights as well as for the chartering of Sun D'Or charter flights, (b) from time to time, the Company and Sun D'Or enter into transactions with Airtour, half of the shares in which are held by the Company and the other half of which are held, to the best of the Company's knowledge, by travel agents, including I Hillel Mr Ginsburg also serves on the Board of Directors of Airtour These transactions are essentially for the purchase of flight tickets, the provision of outsourced ticketing services by Airtour, the making of reservations and the provision of ground services, (c) Pinchas Ginsburg acts as the general sales agent for Thai Airways ("Thai") in Israel Mr Ginsburg's remuneration is based on commissions, which derive from the sale of Thai flight tickets in Israel Agreements are in place between the Company and Thai regarding the transportation of passengers and the carriage of cargo, including code sharing and interline agreements Furthermore, from time to time, the Company purchases flight tickets from I Hillel and Thai for employees who travel for work to destination that the Company does not fly to In addition, because Mr Ginsburg is the general sales agent for Thai in Israel, Mr Ginsburg is entitled to free flight tickets from the Company, which is in accordance with IATA Ruling No 788, which is based on the principle of reciprocity, in accordance with which airlines around the world, including the Company, request free flight tickets from each other for their officers and airline representatives A report on Mr Ginsburg's use of the Company's flight tickets in accordance with IATA Ruling No 788 is provided the Company's Board of Directors at the end of each calendar year

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

G. Transactions between the Company and the member of the Board of Directors Pinchas Ginsburg (hereinafter: "Ginsburg") or persons acting on his behalf (including entities under his control) (Continued):

In the light of Mr Ginsburg's personal interest in all of the abovementioned transactions, the Company's Board of Directors has approved a procedure for transactions between the Company and Airtour and between Sun D'Or and Airtour as well as framework agreement between I Hillel and Mr Ginsburg (hereinafter "The controlling interest") and the Company and between Sun D'Or (all of the abovementioned transactions will hereinafter be called "The commitments")

The basic principles for procedure for transactions and the framework agreements are as follows (1) once a year the Company's Board of Directors is to set a maximum annual amount for the consideration for transactions with the interested party (hereinafter – "The maximum Amount), (2) all of the commitments within the framework of the maximum amount are to be at market prices and under market conditions, a commitment that is not under market conditions is subject to approval in advance by the Company's Audit Committee and Board of Directors, (3) a supervisor is to be appointed, who will supervise that all of the commitments are executed under market conditions and a written report is to be provided to the Company's Audit Committee, at the end of each half calendar year a written report regarding the commitments that were executed in the previous half a year and the conditions for those transactions, (4) insofar as the Audit Committee may determine that the market prices and conditions have been exceeded in any of the commitments ("Exceptional commitments"), the discussion on such exceptional commitments is to be passed on to the Company's Board of Directors for its decision on the steps that are required for their approval. It should be noted that as of the date of this report, no exceptional transactions have been found, (5) the extension of the commitments is to be subject to the approval of the Company's authorized bodies

H. Remuneration for key management personnel

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Short-term benefits	4,913	5,767	3,990
Post-employment benefits	806	597	541
Share-based payment	-	-	59
	<u>5,719</u>	<u>6,364</u>	<u>4,590</u>

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)

I. Benefits extended to interested parties

	For the Year Ending December 31		
	2014	2013	2012
	Thousands of Dollars		
Chairman services and commissions fees (including bonuses in respect of options) to interested parties employed by the Company	178	336	249
Number of people to whom the benefit refers	1	1	1
Remuneration for directors not employed by the Company	423	439	418
Number of people to whom the benefit refers	10	10	13

J. Balances with Interested and Related Parties

	As of December 31	
	2014	2013
	Thousands of Dollars	
<u>Other interested parties /related parties</u>		
Under current assets –		
<u>Trade Receivables</u>		
Related party – affiliated company	3,954	2,691
Related party and interested party	1	1
	<u>3,955</u>	<u>2,692</u>
The highest debit balance during the year	<u>8,319</u>	<u>9,156</u>
Under current liabilities -		
Related party and interested party	<u>475</u>	<u>1,037</u>
Under employee benefit liabilities		
Related party	<u>120</u>	<u>1,151</u>
Under non-current liabilities		
Related party	307	583

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 34 - Transactions with interested parties and related parties (Continued)**J. Balances with Interested and Related Parties**

	As of December 31	
	2014	2013
	Thousands of Dollars	
Affiliated companies:		
Under non-current financial assets -		
Investment in shares and options	17,123	17,660

K. Transactions with Interested and Related Parties

	2014	2013	2012
	Thousands of Dollars	Thousands of Dollars	Thousands of Dollars
<u>Interested Parties/Related Parties</u>			
Revenues from interested and related parties:			
Flight tickets	51,738	53,600	*47,619
Haulage of cargo	18,603	20,013	21,796
Maintenance services	871	255	215
Operating expenses:			
Transactions with the controlling interest in the Company	884	1,243	711
Services from interested parties	1,271	4,377	2,454
Receipt of shares and options from an affiliated company without consideration	-	-	(2,442)
Selling expenses-			
Primarily commissions and marketing fees (affiliated companies)	4,460	4,740	5,305
Primarily agents' commissions (to interested parties)	362	365	297
Advertising services from interested parties (through third party)	546	583	587
Administrative and general expenses	1,655	2,622	1,393

* Reclassified

** Immaterial adjustment of the comparative figures – see Note 5

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 35 - Transactions and commitments with investee companies

- (A) As stated in Note 1B, the Company has not included separate financial information in its periodic reports for 2014 and 2013 in accordance with Regulation 9C of the Securities Regulations (Periodic and Immediate Reports) - 1970, because of the immateriality of such additional information

The Company wholly owns a number companies whose activity is supplementary to the main operations, which are conducted within the framework of the Company. These companies do not act independently, but rather, they are effectively specific components of the Company's array of activities, which have been organized within the framework of companies, which has been done for reason relating to regulation and other managerial considerations (salary agreements etc.) These companies are not material by comparison to the Company since the size of the assets, liabilities and revenues that are managed within the framework of the subsidiary companies are immaterial by comparison to the size of the assets, liabilities and revenues that are managed within the framework of the Company. Accordingly, the publication of separate financial statements would not add significant information for a reasonable investor.

- (B) The Company has commitments with its investee companies as follows

(1) **Activity between the parent company and its subsidiary companies:**

Company	Type of Activity	Annual Turnover		Investment Account		Credit and Debit Account as of	
		2014	2013	2014	2013	31.12.2014	31.12.2014
Thousands of Dollars							
Sun D'Or	The leasing of aircraft and the provision of ancillary services	36,914	46,117	3	3	222	2,142
	Commissions	48	48	-	-	-	-
Tamam	The purchase of food for the Company's flights from Ben Gurion Airport	25,984	24,923	1,282	1,309	2,380	2,640
Borenstein	The purchase of food for the Company's flights from New York	6,867	6,598	4,910	4,828	813	478
	Management fees	199	245	-	-	-	-
	Loan to the parent company (1)	-	-	-	-	3,000	3,000
	Interest from the parent company (1)	69	69	-	-	-	-
Superstar	The selling of flight tickets and ground arrangements	12,354	12,070	(159)	(198)	312	89
	Loans from the parent company (included as part of the investment) (2)	-	-	881	935	-	-
Katit	The purchase of food for employees and food services in the King David Lounge in Terminal 3	3,812	3,571	-	-	1,035	1,150

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 35 - Transactions and commitments with investee companies (Continued)

(B) (1) Continued)

- (1) In December 2011, the Company received a loan of \$3,000 thousand loan from Borenstein for a period of three years, at an annual interest rate of 2.3%, which is payable on December 15 each year. In December 2014, the settlement time of the loan was extended for an additional three years.
- (2) In September 2007, the Company made a loan of £205 thousand available to Superstar. In October 2010, the Company made an additional loan of £110 thousand available. In November 2012, the Company made an additional loan of £250 thousand available. No repayment date has been set for the three loans, which are non-interest bearing.

(2) Inter-company activity between the subsidiary companies:

Company	Type of activity	Annual turnover		Current account as of	
		2014	2013	31.12.2014	31.12.2013
		Thousands of Dollars			
TAMAM-Katit	The purchase of food	315	343	62	146

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 36 - Liens and collateral

As stated in Note 14G above, the Company's assets that are free of liens as of December 31, 2014 are aircraft and reserve engines in an amount of approximately \$6 million as well as parts and other fixed assets in an amount of approximately \$144 million. With the exception of these assets, the assets are restricted in favor of loans granted by the lending banks.

The following are details the Company's liabilities that are secured by liens

Type of Aircraft	Aircraft Register Code	Year of Manufacture	Lien Details
777-200ER	ECA ECB ECC	2001	A fixed and specific first ranking mortgage and lien in favor of an Israeli bank on all of the Company's rights to the aircraft. The mortgage and the lien include all of the engines, the rights deriving from the leasing or usage of the aircraft or contracts or insurance policies and rights to indemnification or insurance proceeds for the said aircraft. In addition, a first ranking floating lien has been registered on all of the engines and auxiliary equipment that may have been installed on the said aircraft from time to time, as well as the insurance rights in respect of them. No additional lien may be registered on those assets and the assets may not be transferred without the bank's written agreement in advance.
777-200ER	ECD ECE ECF	2002 2007 2007	A fixed and specific first ranking mortgage and lien in favor of a trustee for collateral (in respect of ECD). The mortgage and lien include all the rights deriving from contracts connected to the aircraft, rights to indemnification or insurance proceeds for the aircraft or their engines, or any part thereof and all rights deriving from the leasing agreement for the aircraft. In addition, the Company assigned all of the existing and/or future rights arising from insurance policies for the aircraft by way of a mortgage in favor of a foreign company.
747-400	ELA ELB ELC ELD ELE ELH	1994 1994 1995 1999 1994 1996	A fixed and specific first ranking mortgage and lien (in respect of ELA and ELB in favor of an overseas banking entity, in respect of ELC, ELE and ELH in favor of banking entity in Israel and in respect of ELD, for Israeli banking entities) on all of the Company's rights to the aircraft. The mortgage and lien include all of the engines, the rights deriving from the leasing or usage of the aircraft or contracts or insurance policies and rights to indemnification or insurance proceeds for the said aircraft. In addition, a first ranking floating lien has been registered on all of the engines and auxiliary equipment that may be installed on the said aircraft from time to time, as well as the insurance rights in respect of them. No additional lien may be registered on those assets and the assets may not be transferred without the bank's written agreement in advance.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 36 - Liens and collateral (Continued)

Type of Aircraft	Aircraft Register Code	Year of Manufacture	Lien Details
737-800 737-700	EKA EKB EKC EKD EKE	1999	A fixed and specific first ranking mortgage and lien in favor of a banking entity in Israel on all of the Company's rights in the aircraft. The mortgage and lien include all of the engines, the rights deriving from the leasing or the usage of the aircraft or contracts or insurance policies and rights to indemnification or insurance proceeds for the said aircraft. In addition, a first ranking floating lien has been registered on all of the engines and the auxiliary equipment that may be installed on the said aircraft from time to time, as well as the insurance rights in respect of them. No additional lien may be registered on those assets and the assets may not be transferred without the bank's written agreement in advance.
737-800	EKH EKJ EKL	2009	A fixed and specific first ranking mortgage and lien in favor of a trustee for collateral on all of the Company's rights to the aircraft. The mortgage and lien include all of the rights deriving from contracts connected to the plane, rights to indemnification or insurance proceeds for the aircraft, engines, or any related to it and all rights under the leasing agreement for the aircraft. In addition, the Company has assigned all of the existing and/or future rights arising from insurance policies for the aircraft by way of a mortgage in favor of a foreign company.
737-900	EHA EHB EHC EHE	2013 2014	A fixed and specific first ranking mortgage and lien in favor of a trustee for collateral on all of the Company's rights to the aircraft. The mortgage and lien include all of the rights deriving from contracts connected to the plane, rights to indemnification or insurance proceeds for the aircraft, engines, or any related to it and all rights under from the leasing agreement for the aircraft. In addition, the Company has assigned all of the existing and/or future rights arising from insurance policies for the aircraft by way of a mortgage in favor of a foreign company.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 36 - Liens and collateral (Continued)

Additional liens (Continued)

- A As collateral for the Company's commitments for the utilization of credit lines that have been extended to it by an Israeli banking entity (including in respect of the making available of bank guarantees), the Company has signed agreements to provide specific liens in favor of that banking institution on the Company's right to receive money from the sale of flight tickets from a limited number of agents. In addition, the Company has placed a lien on its property on 32 Ben Yehuda Street in favor of this banking institution.
- B A lien in favor of a foreign bank on a spare engine for the 777-200 fleet, which was purchased with financing from an overseas bank, to which the foreign bank made a guarantee available. The lien includes rights deriving from insurance, compensation and indemnification.
- C In respect of the leased aircraft in the 737-800 fleet (whose registration codes are EKF and EKS), liens on all of the insurance policies that are connected to the asset in favor of a foreign company. No additional lien may be registered on those assets or the assets may not be transferred without the consent of the holder of the lien.
- D A lien in favor of the Ex-Im American Import and Export Bank on a spare engine for the 737 fleet, which was purchased with a direct loan from Ex-Im, for which the bank provided a guarantee. The lien includes rights deriving from insurance, compensation and indemnification.

Note 37 - Events subsequent to the date of the statement of financial position

- A On January 13, 2015, a petition for the approval of a lawsuit as a class action, which had been presented in the District Court in the Central Region ("The petition") was received in the Company's offices. The petition was presented against Arkia Israeli Airlines Ltd., Israir Aviation and Tourism Ltd, the company and the Israel Airports Authority ("The respondents").
According to what is alleged in the petition, the respondents are in breach of their duty under the Equality for People with Disabilities Law - 1988, to operate a hearing aid system with an inductor tone in all of the passenger halls for passengers in an airport for the benefit of people with hearing disabilities and users of hearing aids.
A personal amount of NIS 500 is noted in the petition, as well as an overall amount for the entire group of approximately NIS 83 million. The Company is studying the petition and will present its response, as required.
- B On January 14, 2015, a petition for the approval of a lawsuit as a class action, which had been presented in the District Court in the Central Region ("The petition") was received in the Company's offices. According to what is alleged in the petition, its subject matter is the repayment of a levies and/or airport taxes that the Company collects from its customers at the time of the charging in respect of flight tickets in cases in which they have not presented themselves for their flights, which is despite the fact that the Company does not transfer the levies and/or airport taxes that it has collected from customers as aforesaid.
A personal amount of NIS 183 is noted in the petition, as well as an overall amount for the entire group of approximately NIS 30 million. The Company is studying the petition and will present its response, as required.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 37 - Events subsequent to the date of the statement of financial position (Continued)

- C On January 26, 2015, the Company signed on an agreement for the sale of ten unused P&W JT9D-7Q type engines to a foreign company. The consideration for the transaction is approximately \$2.75 million. It is planned that the engines will be handed over in the second and third quarters of 2015.
- D In January 2015, three loans were received from credit card companies, in an overall amount of NIS 41 million. The credit card companies have made a commitment to make future purchases of frequent flyer points where the frequent flyer points within the context of future purchases constitute collateral for the loans. The loans have been made available for a period of one year to two years, with monthly payments of principal and interest, where the interest is set at the Prime rate with the addition of a margin.
- E On February 18, 2015, a petition for the approval of a lawsuit as a class action, which had been presented in the District Court in the Central Region ("The petition") was received in the Company's offices. The petition was presented in the name of the group of holders of the branded credit cards for members of the Company's frequent flyer club – Fly Card according with what is alleged in the petition, in contrast to the Company's advertisements and its representation, the holders of such credit cards are not afforded various benefits as were promised by the Company within the framework of the UP flights, which are operated by the Company. A personal amount of NIS 192 is noted in the petition, as well as an overall amount for the entire group, which has been estimated by the petitioner, of approximately NIS 10 million.

The Company is studying the petition and will present its response, as required.

- F On March 5, 2015, the Company signed on transaction documents with a Canadian Bank for the financing of Ex-Im guarantees for a Boeing 737-900ER type aircraft – number 5 ("The aircraft")

The overall amount of the loan for the purchase of the aircraft is approximately \$48 million.

The loan has been taken up for a period of 12 years from the time of the receipt of the aircraft and it is repayable in monthly payments. The loan bears interest at a variable rate that is based on the LIBOR rate, with the addition of a margin, as from the time that the loan is made available.

Within the framework of the financing transaction documentation, the Company has the following possibilities:

In the first year, the replacement of the loan with an issue of bonds with a guarantee from Ex-Im on a capital market in the United States.

Throughout the entire period of the loan, the fixing of the interest until the end of the period of the loan at a fixed rate of interest and with quarterly payments.

In addition, the aircraft as well as all of the rights deriving for the Company under the transaction documents as well as the Company's rights under the insurance policy that has been issued within the framework of the transactions, have been charged as collateral.

El Al Israeli Airlines Ltd.
Notes to the Consolidated Financial Statements

Note 37 - Events subsequent to the date of the statement of financial position (Continued)

F (Continued)

The taking up of the loan has been completed in accordance with the terms that are detailed in the financing transaction documentation, which includes, inter alia, commitments and representations by the Company as is customary in transactions of this sort, as from the time that the loan is taken up and until the debt is cleared in full at the end of the period

The transaction documents relate, inter alia, to events in which it will be possible to make the debt repayable immediately, in the event of arrears in payments vis-à-vis the owners of the debt or vis-à-vis other loans that are financed by the Export Import Bank of the United States – Ex-Im and/or in the event that in accordance with Ex-Im's reasonable judgment, an event has occurred that may have a significant adverse impact on the Company's ability to meet its commitments and on its assets and on its financial position

In the event that the payments of the loan are not settled by the Company as they fall due, and Ex-Im's guarantee is exercised, Ex-Im will realize the aircraft and will settle the balance of the loan. Insofar as the monies from the realization of the aircraft are not sufficient in order to cover the amount of the guarantee that has been exercised, the Company will be required to repay the balance of the debt to Ex-Im, as is customary in transactions for the financing of aircraft

The loan was received on March 10, 2015

Additional Details of the Corporation

Company name: El Al Israel Airlines Ltd
Company number: Public Company 520017146
Address: Ben Gurion Airport 7015001
Date of Balance Sheet: December 31, 2014
Date of the Report: March 24, 2015
Period of the Report: 2014

Section 10A – Condensed Comprehensive Income Statements, by quarters

The following is the Condensed Profit and Loss Statement of the Corporation, in US dollars

	Quarter 10-12/2014	Quarter 7-9/2014	Quarter 4-6/2014	Quarter 1-3/2014
Operating income	493,123	601,231	571,532	415,417
Operating expenses	(433,289)	(492,978)	(466,282)	(398,448)
Gross profit	59,834	108,253	105,250	16,969
Selling expenses	(48,517)	(52,980)	(53,670)	(45,899)
General and Administrative expenses	(22,918)	(26,593)	(17,011)	(27,893)
Other income (expenses), net	6,192	385	55	4,893
Profit (loss) from ordinary activities	(5,409)	29,065	24,624	(51,930)
Financing expenses	(15,084)	(15,539)	(6,185)	(5,343)
Financing income	306	105	2,946	2,101
Company's share of the profit of investee companies, net of tax	222	387	168	279
Profit (loss) before taxes on income	(19,965)	14,018	22,553	(54,893)
Tax benefit (taxes on income)	5,122	(3,875)	(6,259)	15,239
Profit (loss) for the period	(14,843)	10,143	16,294	(39,654)
Gains from re-measurements of defined benefit, net of tax	8,376	829	(11,552)	2,089
Exchange differences due to translation of foreign activities, net of tax	(869)	(1,481)	108	(206)
Profit (loss) due to cash flow hedging, net of tax	(21,261)	(13,738)	1,676	(7,975)
Total profit (loss) for the period	(28,597)	(4,247)	6,526	(45,746)

Section 10C – Use of Proceeds from Securities

Since May 2003 (the date of the Company's Issue Prospectus), the Company has not raised funds pursuant to the exercise of options, which has not been deposited into the compensation fund, see 10C.1 as of December 31, 2014

Section 11 – List of Investments in Subsidiaries and Associated Companies

The following is a list of the Company's investments as of the date of the statement of the financial position of the subsidiaries and affiliated companies (in USD thousands)

Company name	Type of share	Amount of shares / convertible securities	Total par value of the issued shares	Par value of held shares	Rate at %		c
					Capital	Voting Power	
Sun D'Or International Airlines Ltd. ("Sun D'Or")	Ordinary shares of NIS 0.001	5,000	NIS 5	NIS 5	100	100	
Katit Ltd.	Ordinary shares of NIS 0.0001	1,000	NIS 0.1	NIS 0.1	100	100	
	Deferred shares of NIS 0.0001	5,000	NIS 0.5	NIS 0.5	-	-	
Superstar Holidays Limited	Ordinary shares of £ 1	50,000	£ 50,000	£ 50,000	100	100	
Air Tour (Israel) Ltd. ("Airtour")	Class B ordinary shares ¹	50	NIS 10	NIS 5		50	
Tamam – Aircraft Food Industries (Ben Gurion Airport) Ltd.	Ordinary shares of NIS 1	1,068	NIS 1,068	NIS 1,068	100	100	
Borenstein Caterers Inc	Ordinary shares	80,000	USD 80,000	USD	100	100	

¹ Shares held by the Company grant it the right to participate and vote at Airtour's General Meetings at a rate of 50% and to appoint one director, and the right to receive profits

Company name	Type of share	Amount of shares /	Total par value of the	Par value of held	Rate at %		
	(without par value)			80,000			
Holiday Lines Ltd. ²	Ordinary shares of NIS 1	25	NIS 125	NIS 25	20	20	
Air Consolidators Israel Ltd. ("ACI")	Ordinary shares of NIS 0.01	55	NIS 11	NIS 5.5	50	50	
Maman Cargo Terminals and Handling Ltd. ⁴	Ordinary shares of NIS 1	6,176,472	NIS 41,176,472	NIS 6,176,472	15	15	

Section 12 – Changes in Investments in Subsidiaries and Associated Companies in the Reporting Year

None

² The Company has the right to appoint a director in Holiday Lines Ltd

³ Shares held by the Company grant it the right to participate and vote at ACI's General Meetings and to appoint half of the members of the Board of Directors and to receive a share of the profits

⁴ Starting from January 1, 2012, the Company holds 15% of Maman shares, in addition to options, and it also has the right to appoint a director

Regulation 13 – Comprehensive Profit (Loss) of Subsidiaries and Associated Companies and Profit of the Financial Position

Company Name	Profit (Loss) for the year	Other comprehensive profit (loss) for the year	Total comprehensive profit	Dividend received	Dividend received after the date of the statement of the financial position	
	In USD thousands	In USD thousands	In USD thousands	In USD thousands		t
Sun D'Or	*	-	-	-	-	
Superstar	15	-	15	-	-	
Borenstein	410	(308)	102	20	-	
Tamam	381	(42)	339	-	-	
Katit	**	-	-	-	-	
Holiday Lines ⁵	576	-	576	-	-	
Airtour	367	-	367	-	-	
Air Consolidators Israel	83	-	83	-	-	
Maman	8,880	239	9,119	164	-	

* According to the method of settlement between Sun D'Or and the Company, Sun D'Or ends each period with balanced financial

** According to the method of settlement between Katit and the Company, Katit ends each period with balanced financial results

Translation of NIS data was made according to the average exchange rate for 2014

⁵ Data concerning Holiday Lines are for December 31, 2014

Regulation 20 – Trading on the Stock Exchange

During the Reporting Period and up until the date of publication of the Report, no securities issued by the corporation have been listed on a stock exchange and no trading halts have occurred

Regulation 21 – Compensation to Interested Parties and Executive Officers as recognized in the Financial Statements for the Reporting Year

On January 8, 2014, the General Meeting of the Company's shareholders approved the remuneration policy of the Company's officers (hereinafter, the "**Remuneration Policy**") For information regarding the Remuneration Policy of the Company, see Immediate Reports published by the Company on December 30, 2013 (reference no, 2013-01-112759) and on January 8, 2014 (2014-01-008755)

On April 8, 2014, the General Meeting of the Company's Shareholders approved the terms of office and employment of Mr David Maimon, the Company's CEO, as specified in the Supplementary Report published by the Company on April 2, 2014 (reference no 2014-01-036720).

The following are details of the compensation of five executive officers with the highest compensation among the executive officers of the Company and/or subsidiary, whether paid by the Company or by another, as recognized in the Financial Statements for 2014

Details of the compensation recipient				Compensation for services (in terms of cost to the Company in				
Name	Position	Scope of position	% of holding in Company capital	Salary*	Grant	Share based compensation	Management fees	Co
David Maimon	CEO	Full-time		1,693,960				
Jacob Elor	Subsidiary's CEO	Full-time		1,308,568	209,299			
Benjamin Livneh	Deputy CEO	Full-time		1,455,430				
Ofer Tsabary	Deputy CEO	Full-time		1,258,632				
Ofer Gat	Deputy CEO	Full-time		1,257,433				

* Compensation in respect of "salary" in the above table and below is in terms of cost to the Company and includes maintenance, social benefits, actuarial provisions due to termination of employer-employee relations and any other benefit component granted to the employee

The salary of the officers is linked to the Consumer Price Index and is updated once a year. The Company provides expenses involved in the use and maintenance thereof (including grossing up). Furthermore, the officers are reimbursed for board and lodging expenses due to a stay abroad for work purposes, participation in certain convalescence pay, clothing allowance, executive insurance / pension fund, training fund as customary as well as other Company expenses.

(1) **David Maimon**

Mr. Maimon serves as the Company's CEO, starting from March 20, 2014. Mr. Maimon has been employed in the Company since July 2005, and prior thereto served as Vice President Customer Service and Vice President Commercial & Industry Affairs (until his appointment as the Company's CEO).

The compensation presented above reflects his salary as VP Commercial & Industry Affairs in the period commencing on January 1, 2014 and ending on March 19, 2014 (inclusive), together with his salary as the Company's CEO in the period commencing on March 20, 2014 and ending on December 31, 2014.

As of March 1, 2015, Mr. Maimon's monthly salary (gross) amounts to NIS 97,500. For details regarding the terms of employment of Mr. David Maimon as the Company's CEO, which were approved by the General Meeting of the Company convened on April 8, 2014, see Supplementary Report to the invitation to the General Meeting of Shareholders of the Company, published by the Company on April 2, 2014 (reference no. 2014-01-036720) and Note 34E to the Financial Statements of the Company as of December 31, 2014.

(2) **Jacob Li-Or**

Mr. Jacob Li-Or serves as CEO of Borenstein Caterers, the Company's subsidiary in the United States, starting from September 23, 2012. The salary stated in the above column is the value of the shekel based on the US dollar average exchange rate for 2014, and does not include rent expenses borne by the Company and airfare value.

As of March 1, 2015, the monthly salary (gross) of Mr. Li-Or is approximately USD 16,885 (not including a payment of 17% in respect of non-provision of social benefits due to Mr. Li-Or's employment in the United States).

In addition, the employment agreement of Mr. Li-Or provides that it may be terminated by six-month prior written notice in the event of resignation and dismissal. Upon termination of employment, Mr. Li-Or shall be entitled to additional severance pay at a rate of one month for each year of work.

(3) **Benjamin Livneh**

Mr. Benjamin Livneh serves as Vice President Operations of the Company, starting from May 1, 2010. Mr. Livneh has been employed in the Company since 1990. Mr. Livneh served as Captain in the Boeing 747 aircraft fleet until May 2011 and prior thereto served in various managerial positions in the Company. Upon completion of his employment in captain positions, the employment agreement of Mr. Livneh was amended.

As of March 1, 2014, the monthly salary (gross) of Mr. Livneh is NIS 81,620. In addition, the employment agreement of Mr. Livneh provides that it may be terminated by three-month prior written notice in the event of resignation and by six-month notice in the event of dismissal. Upon termination of employment, Mr. Livneh shall be entitled to additional severance pay at a rate of one month for each year of work.

(4) Ofer Tsabary

Mr. Ofer Tsabary serves as Vice President Computers, starting from June 30, 2005

As of March 1, 2014, the monthly salary (gross) of Mr Tsabary is NIS 64,393, and in addition, he is entitled to a monthly supplement in respect of vehicle maintenance (in lieu of providing a vehicle at the expense of the Company) in the amount of NIS 9,000 Further, the employment agreement of Mr Tsabary provides that it may be terminated by three-month prior written notice in the event of resignation and by six-month notice in the event of dismissal Upon termination of employment, Mr Tsabary shall be entitled to additional severance pay at a rate of one month for each year of work.

(5) Offer Gat

Mr. Offer Gat served as Vice President Global Sales, starting from January 1, 2011 Mr Gat terminated his employment on February 28, 2015

As of the date of termination of employment, the monthly salary (gross) of Mr Gat was NIS 68,721 In addition, the employment agreement of Mr Tsabary provides that it may be terminated by three-month prior written notice in the event of resignation and by six-month notice in the event of dismissal (*i.e.* August 31, 2015). Upon termination of employment, Mr. Gat shall be entitled to additional severance pay at a rate of one month for each year of work.

The following table provides details on the compensation granted by the Company to every interested party of the Company, which were paid by the Company or a subsidiary, and is not listed in the above tables

Details of the compensation recipient				Compensation for services (in terms of cost to the Company in NIS)							Total (NIS)
Name	Position	Scope of position	% of holding in Company capital	Salary	Grant	Share based compensation	Management fees	Consulting fees	Fee	Other	
Amikam Cohen	Chairman of the Board	Part-time ⁶	-				637,876				637,876

For details regarding the terms of the agreement with the Chairman of the Board of Directors, see Note 27E (2) to the Financial Statements

The Management Services Agreement entered into with the Chairman of the Board of Directors shall be in effect until the date he ceases to serve as Chairman of the Company's Board of Directors for any reason whatsoever Additionally, the Service Agreement may be cancelled at any time by each one of the parties, for any reason whatsoever, by 90-day prior written notice

⁶ On January 8, 2014, the General Meeting of Shareholders of the Company acknowledged that the scope of employment of the Chairman of the Board is 40%

On January 8, 2014, the General Meeting of Shareholders of the Company approved the amendment to the Management Services Agreement with the Chairman of the Company's Board of Directors, Mr Amikam Cohen, as specified in the report convening the General Meeting of the Company's Shareholders, published by the Company on December 2, 2013 (reference no, 2013-01-210969).

The total compensation and related expenses granted to directors, which do not deviate from the norm and which were paid to the Company's directors in respect of 2014 (excluding management fees to the Chairman of the Board), including the value of airline tickets used by all eligible directors in the Reporting Year, is approximately NIS 1,678 thousands. For details regarding the approval of the General Meeting for the grant of airline tickets to directors, see Note 34C (1)(c) to the Financial Statements as of December 31, 2014

It shall be noted that the Board of Directors of the Company examined the compensation paid to the officers as set out in this Section and found that the said compensation is in compliance with the remuneration policy

Regulation 21 – The Control of the Corporation

As of the Report Date, the Controlling Shareholders of the Company, within the meaning thereof in the Securities Law, 5728-1968 (hereinafter the "**Securities Law**") are

- (A) Knafaim Holdings Ltd
- (B) Messrs David Borovich and Tamar Moses Borovich, who own shares of Knafaim as specified in the following table, and are entitled to appoint the majority of the members of Knafaim Board of Directors, in accordance with Knafaim shareholders agreements.

The parties set forth below are also considered as controlling shareholders of Knafaim Messrs Israel Borovich⁷ (Messrs David Borovich, Tamar Moses Borovich and Israel Borovich shall be collectively referred to as the "**Individual Members of Borovich Group**"), Sofia Kimerling, Carmel Ilan, Dafna Arnon, and A. L. Aviation Assets Ltd, by virtue of being a party to Knafaim shareholders agreements, as set forth below

Description of Ownership of Knafaim – a controlling shareholder in the Company

To the best knowledge of the Company and pursuant to the reports of Knafaim as of March 19, 2015, the holdings of Knafaim shares are as set forth below

⁷ On January 4, 2015, a Share Sale Agreement was executed between Israel Borovitz (by himself and through a company fully owned by him, Israel Borovitz Holdings Ltd) and Tamar Moses Investments Ltd (a company under full ownership of Tamar Moses-Borovitz), under which, *inter alia*, Israel Borovitz granted Tamar Moses Investments Ltd an option to purchase 792,291 Knafaim shares owned by him, subject to certain conditions stipulated in the Agreement. In the framework of this Agreement, Mr Israel Borovitz granted Tamar Moses Investments Ltd and Tamar Moses-Borovitz an irrevocable power of attorney to vote in respect of said option shares until the option's expiration date (December 31, 2017 at the latest). Further to the foregoing, Knafaim was informed that as a result of the agreement for the sale of shares in Knafaim and their actual sale, the previous agreement between the relevant shareholders (David Borovitz and Tamar Moses-Borovitz on the one hand, and Israel Borovitz on the other hand) shall expire.

Holder's name	Number of Knafaim ordinary shares of NIS 1.00 par value each (Security no. 543017)	Holding rate (without dilution) ⁸		Holding rate (fully diluted) ⁹	
		% Capital	% Voting	% Capital	% Voting
David Borovich ¹⁰	1,969,659 90	12 31	12 41	11 89	11 98
Tamar Borovich ¹¹	3,334,000 30	20 84	21 00	20 12	20 28
Israel Borovich ¹²	792,293	4 95	4 99	4 78	4 82
Ilan Carmel ¹³	1,072,682 05	6 70	6 76	6 47	6,52
Arnon Dafna ¹⁴	823,916 70	5 15	5 19	4 97	5 01
Kimerling Sofia	946,544	5 92	5 96	5 71	5 76
A.L. Aviation Assets Ltd. ¹⁵	739,311 90	4 62	4 66	5 71	5 76
The Zabłudowicz Trust ¹⁶	3,006,624	18 79	18 94	18 14	18 28
Arnon Saki	800,000	5 0	5 04	4 83	4 87
Knafaim Holdings Ltd.	128,353	0 80	--	0 77	--

⁸ It should be noted that the difference between the percentage of capital and the percentage of voting rights arises from the existence of 128,353 treasury shares held by Knafaim

⁹ The percentage holding of share capital and voting rights (fully diluted) presented in the above table are under the theoretical assumption of allocation of one ordinary share in respect of each warrant granted to officers of Knafaim. However, in practice, and to the extent the warrants are exercised, such share allocation will be made in an amount reflecting the benefit embedded in the warrants (exercise on a "cash-only" basis), in accordance with the terms and conditions of the allocation plan under which they were allocated. For the avoidance of doubt, the fully diluted percentage holding of Israel Borovitz and Tamar Moses- Borovitz do not take into account the exercise of the purchase option granted by Israel Borovitz to Tamar Moses-Borovitz as mentioned in Footnote 7 above, which does not affect the total issued capital of Knafaim

¹⁰ The holder notified that he holds the securities through B M G (Borovitz Moses Group), a company he fully owns, except for one share he directly holds. The holder is the brother of Prof. Israel Borovitz and husband of Mrs. Tamar Borovitz.

¹¹ The holder notified that she holds the securities through Tamar Moses Investments Ltd, a company she fully owns. The holder is the wife of Mr. David Borovitz and sister-in-law of Prof. Israel Borovitz. In addition, Tamar Moses Investments Ltd and Tamar Moses Borovitz received an irrevocable power of attorney from Israel Borovitz to vote in respect of 792,291 shares, for which he granted Tamar Moses Investments Ltd a purchase option, until the expiration date thereof (December 31, 2017 at the latest) - for further details, see Footnote 7 above. For the avoidance of doubt, said option shares are not included in the amount of shares owned by the Holder as presented in the above table.

¹² The holder notified that she holds the securities both directly and through Israel Borovitz Holdings Ltd, a company he fully owns. The holder is the brother of Mr. David Borovitz and brother-in-law of Mrs. Tamar Borovitz. The holder granted Tamar Investments Ltd (a company fully owned by Tamar Moses-Borovitz) and Tamar Moses-Borovitz an irrevocable power of attorney to vote in respect of 792,291 shares, for which he granted Tamar Moses Investments Ltd a purchase option, until the expiration date thereof (December 31, 2017 at the latest) - for further details, see Footnote 7 above.

¹³ The holder is the wife of Eran Ilan, a director in Knafaim, and sister of Arnon Dafna. The holder notified that she holds the securities both directly and through Carmel Ilan Holdings in Knafaim Ltd, a company she fully owns.

¹⁴ The holder is the sister of Carmel Ilan and sister-in-law of Mr. Eran Ilan, a director in Knafaim. The holder notified that she holds the securities both directly and through Dafna Arnon Holdings in Knafaim Ltd, a company she fully owns.

¹⁵ The holder notified that it is a private company whose issued capital is held in equal shares by Levyim Assets Ltd, a company under the full control and ownership of Adv. Yehuda (Yudi) Levy, who serves as director of Knafaim and the Company, and by Miella Venture Partners, Inc, a company fully owned by a foreign trust, the beneficiaries of which are the family members of Effi Arazi.

¹⁶ The holder notified that the Zabłudowicz Trust is a trust registered in Lichtenstein (Trust no. FL-0001 506 639-4), the principal beneficiary of which is Mr. Poju Zabłudowicz, the Zabłudowicz Trust holds Knafaim shares through Tamara Knafaim Holdings Ltd, a fully owned company of Tamara Israel Investments Ltd, which is a fully owned company (indirectly) of the Zabłudowicz Trust.

To the best knowledge of the Company, the existing agreements between the shareholders of Knafaim regarding the exercise of their rights by virtue of their holdings in Knafaim, as of the date of publication of the Report, are set forth below

Knafaim Shareholders Agreement

Pursuant to a shareholders agreement dated November 22, 1993 (as amended on May 27, 2004), the parties to which, as of the date of this Report, are: the Individual Members of Borovich Group, Mrs. Sofia Kimerling (hereinafter in this Section "**Kimerling**"), the children of Mr. David Borovich (Messrs Amir Borovich, Nimrod Borovich and Maya Borovich)¹⁷ as well as the daughters of Mr Igal Arnon (Messrs Carmel Ilan and Dafna Arnon) (both of them will be collectively referred to below as: the "**Individual Members of Arnon**"), it was agreed that the parties will exercise their voting rights in Knafaim in order that, at any time, eight directors recommended by the parties, according to a list agreed upon by the parties, are appointed to the Board of Directors of Knafaim, as set forth below¹⁸ Furthermore, the agreement contains provisions regarding the right of first refusal and appointment of a chairman of the Board and CEO, as specified below (hereinafter in this Section the "**Shareholders Agreement**")

Appointment of Directors

Said list will be established by the parties to the Shareholders Agreement, as provided below

- (1) The Individual Members of Borovich Group shall be entitled to include six (6) directors in the list,
- (2) Each one of the Individual Members of Arnon and Kimerling shall be entitled to include one director in the list,
- (3) In this regard, it was agreed that in the event Kimerling's holdings fall below 5% of the issued and paid-up share capital of Knafaim, the Individual Members of Borovich Group shall have the right to demand by a written notice to Kimerling, the cancellation of Kimerling's right to serve as director, or to appoint one. In such an event, where a notice has been given by the Individual Members of Borovich Group, Kimerling shall resign (or the director appointed by Kimerling) and the entitlement to appoint a director in lieu of the director so resigning will be transferred to the Individual Members of Borovich Group Should Kimerling resign from the Board of Knafaim as a result of Borovich's demand, then Kimerling shall not be obligated to exercise her voting rights with respect to the appointment of directors of Knafaim on behalf of the other parties to the Shareholders Agreement, as aforesaid In addition, should Kimerling resign from the Board of Knafaim as a result of the demand on the part of the Individual Members of Borovich Group, then the right of first refusal shall not apply to her vis-à-vis the Individual Members of Borovich Group, as provided below
- (4) In the event the holdings of the Individual Members of Arnon (collectively) fall below 5% of Knafaim shares, their entitlement to appoint a director to the Board of Knafaim shall be cancelled and transferred to Borovich Group

¹⁷ As of the Report Date and to the Company's best knowledge, the Children of Mr David Borovitz are not shareholders of Knafaim

¹⁸ It shall be noted that according to the Articles of Association of Knafaim, the Board of Knafaim shall include at least 3 directors and no more than 14 As of the date of publication of the Report, 12 directors serve on the Board of Knafaim, including two external directors

- (5) The parties will vote together against dismissal of a director appointed pursuant to the Shareholder Agreement, unless the party that included the director in the list requested to be dismissed. Should a party that appointed a director who resigned wish to appoint another director in lieu of the resigning director, the parties shall exercise their voting power in order to make such an appointment

Appointment of Chairman and CEO

Subject to any law, the parties to the Agreement shall act in such a manner that the person appointed as Chairman of Knafaim Board of Directors and Knafaim CEO will be a person recommended by the Individual Members of Borovich Group to serve as such.

Right of First Refusal

The Individual Members of Arnon and/or Kimerling granted Borovich Group a right of first refusal to purchase from them their shares in Knafaim, if and when the percentage holdings of each one of them falls below 5% of the issued and paid-up share capital of Knafaim. Said right of first refusal shall not apply to transfer or sale of shares by the Individual Members of Arnon and/or Kimerling to an "authorized transferee" who is married to a party to the Agreement and/or his adult children (hereinafter: "**Authorized Transferee**"), provided that such Authorized Transferee gives his approval to the obligations of the transferee under the Agreement

Agreement between BNG and Tamar Moses Borovich

To the best knowledge of the Company, according to an agreement executed between BMG and David Borovich on the one hand, and Tamar Moses Borovich on the other hand, the appointment of directors of Knafaim whom Borovich-Moses are entitled to appoint from time to time (in accordance with said Shareholders Agreement) is made pursuant to an arrangement between them, which also contains provisions on the right of first refusal and tag-along right

Agreement between the Borovich Family and A. L. Aviation Assets Ltd.

To the best knowledge of the Company, a separate agreement was signed between the Individual Members of Borovich Group and BMG on the one hand, and A L Aviation Assets Ltd on the other hand (hereinafter in this Section "**Aviation Assets**"), in which the parties undertook to vote at the General Meeting of Knafaim on behalf of Aviation Asset on the appointment/replacement of one director of the Board of Knafaim, as well as of the board of directors of each of the companies under the control of Knafaim, for so long as Aviation Assets holds 4% or more of the issued and voting capital share of Knafaim. Contrariwise, as so long as it has the right to appoint, Aviation Assets undertook to support the election of directors appointed at General Meetings of Knafaim by the Individual Members of Borovich Group.

Regulation 22 – Controlling Shareholder Transactions

For details, according to the best knowledge of the Company, regarding transactions with controlling shareholders or transactions in which the controlling shareholder has a personal interest in the approval thereof, entered into by the Company in the Reporting Year or until the date of submitting the Report, or which are still in effect on the Report Date, see Note 34 to the Financial Statements of the Company as of December 31, 2014.

Regulation 24 – Holdings of Interested Parties and Senior Officers

Holdings of interested parties of the Company in shares and other securities of the Company and its associated companies, the operations of which is material to the Company's operations, as of March 19, 2015

Name of Interested Party	Security	Amount	Percentage holding (%)	
			Capital	Voting rights
Knafaim Holdings Ltd ¹⁹	Ordinary shares	179,965,964	36.3	36.3
Pinchas Ginsburg ²⁰	Ordinary shares	48,346,728	9.75	9.75
A L Aviation Assets Ltd ²¹	Ordinary shares	10,481,769	2.11	2.11
Tamar Moses Borovich ²²	Ordinary shares	1,844,951	0.37	0.37
Delek / The Phoenix / Excellence Group ²³	Ordinary shares	32,586,916	6.57	6.57

In addition, the State of Israel owns a Special State Share, in accordance with the Company's May 2003 Prospectus. To the best knowledge of the Company, the State of Israel also owns approximately 1.1% of the share capital of the Company

Holdings of shares and other securities of the Company, a subsidiary or affiliate, by Senior officers, as of March 19, 2015: None.

Regulation 24A – Registered Capital, Issued Capital and Convertible Securities of the Corporation as of March 19, 2015

Class of share	ordinary share
Registered capital:	1,000,000,001 (including the Special State Share)
Issued Capital:	495,719,135
Security number	1087824
Type of share	Special State Share
Registered capita	1
Issued capita	1

¹⁹ On December 22, 2014, EL Al received an approval from the Holder of the Special State Share, whereby the Holder agrees that Knafaim shall hold more than 40% of the Company's issued share capital and at a rate that gives it control of the Company

²⁰ On September 3, 2006, Pinchas Ginsburg (who serves as director of the Company) and Y. Hillel and Co. ("Y. Hillel"), a company under his full ownership, received an approval from the Holder of the Special State Share, whereby the holder agrees that the individual family members of Pinchas Ginsburg and Y. Hillel will collectively hold shares of the Company at an overall rate lower than 15% of the issued share capital of the Company. It shall be noted that Pinchas Ginsburg has a personal interest, directly and indirectly, in various transactions performed by the Company and/or its affiliated companies, as specified in Note 34G to the Financial Statements as of December 31, 2014.

²¹ A L Aviation Assets Ltd notified that it is a private company whose issued capital is held in equal shares, as specified in Footnote 15 above.

²² Mrs. Tamar Moses-Borovitz is Vice Chairman of the Company's Board of Directors and holds shares through Tamar Moses Investments Ltd., as specified in Footnote 11 above.

²³ On March 10, 2010, Delek Group received the approval of the holder of the Special State Share, whereby the holder agrees that Delek Group will hold, directly and through corporations under its control, shares of the Company at an overall rate of more than 5% (but less than 15%) of the share capital of the Company.

Convertible Securities:

As of March 19, 2015, the Company has no convertible securities.

For details regarding previous option plans to the Company's executives, see Note 27E to the Financial Statements

Regulation 24B – Shareholders Register

Shareholders Register Ordinary Shares – security number 1087824						
Name	ID number	Address	Par value amount	Allocation date	From S/N	Up to S/N
State of Israel	----	Ministry of Finance, Jerusalem	1		Special State Share	
Registration Co of Bank Hapoalim Ltd	513056603	Yehuda Halevy 62, Tel-Aviv	495,706,357	From January 2015	Held through many split share certificates	
Eden Sharabani	324978832	Meir Shfeya 2, Petach-Tikva	980	Nov-26, 2003	31,999,021	32,000,000
David Noiman	008332884	David Shimon 14, Jerusalem	10	Aug-1, 2003	31,998,921	31,999,020
Nathan Pentzer	8037392	POB 4241 Haifa 31042	250	Jul-1, 2004	395,717,678	395,717,927
Abraham Berkovich	7675838	Barsimantov 123, Yahud	77	Jul-11, 2006	395,717,601	395,717,677
Barlev Yahuda	064837123	Yehuda Leib Halevy Barski 6A, Tel Aviv	100	Jul-5, 2006	399,458,971	399,459,020
				May-14, 2005	399,459,021	399,459,070
Savion Tal	35506499	Hageulim 44, Zichron-Yaakov	9,070	Nov-4, 2004	395,708,531	395,717,60
Itzhak Pachter	003730165	555 Lake View Drive, Miami Beach, Florida 33140 USA	1,100	Mar-1, 2005	31,997,821	31,998,920
Batia Sepin	003730173	1884 Gallein, Treasure Island, North Bay Village, Florida 33141 USA	1,10	Mar-1, 2005	31,996,721	31,997,820

Regulation 25A – Registered Address

Registered address POB 41, Ben Gurion International Airport 7015001
 Email corporate@elal.co.il
 Telephone +972-3-971-6720
 Fax +972-3-971-7334

Regulation 26 – The Directors of the Company

Name:	Amikam Cohen
ID number	005265855
Date of Birth	June 8, 1948
Address for service of court process	Head Office, Ben Gurion Airport
Citizenship	Israeli
Membership on Board Committees	Security Committee – chairman, Human Resources Committee – Chairman; Government Relations and Regulation Committee – Chairman; Corporate Governance Committee – Chairman; Executive Committee
Possession of accounting and financial expertise	No
External director / independent external director	No
An employee of the Company, a subsidiary, affiliate or interested party	No
Date of commencement of tenure as a Director	December 30, 2008
Education and employment in the past 5 years	Bachelor's degree in Industrial and Management Engineering – Ben Gurion University. CEO of Partner, CEO of Hutchison Water
Details of corporations in which he serves as a director	Maman-Cargo Terminals & Handling Ltd, Ganei Amiad Ltd.
Is he a family member of another interested party of the Company	No

Name:	Tamar Moses Borovitz – Vice Chairman of the Board of Directors
ID number	056400997
Date of Birth	March 11, 1960
Address for service of court process	Raoul Wallenberg 2, Ramat Hachayal, Tel Aviv 69719
Citizenship	Israeli
Membership on Board Committees	Government Relations and Regulation Committee, Human Resources Committee, Market Risk Management Committee, Executive Committee
Possession of accounting and financial expertise	No
External director / independent external director	No

An employee of the Company, a subsidiary, affiliate or interested party	CEO of Tamar Moses Investments Ltd , a company under full ownership of the Director, which holds shares of Knafaim and the Company
Date of commencement of tenure as a Director	January 6, 2005
Education and employment in the past 5 years	Completed Master Studies of Business Administration – University of Bar Ilan, Bachelor's degree in Political Science – Bar Ilan University. CEO of Tamar Moses Investments Ltd CEO of Mapal Communications Ltd
Details of corporations in which he serves as a director	Knafaim Holdings Ltd, Global Wings Leasing Ltd, Chairman of the Board of Dori Media Group Ltd, Mapal Communications Ltd, Tamar Moses Investments Ltd , Yariv M B Assets Ltd, Communica TV Ltd, Dori Media Darset Ltd, Travelist Ltd, Dori Media Paran Ltd, Dori New Media Ltd, Mapal L.D.I Ltd, Mapal - Eden Telenobles Ltd, Mapal Brands – B M I Ltd, Noa & Yariv Holdings Ltd, C.T V Media Israel Ltd, B M I. – Brand Management International Ltd, Sun D'or International Airlines Ltd
Is he a family member of another interested party of the Company	Yes Wife of Mr David Borovitz, one of the controlling shareholders of Knafaim
Name:	Yehuda Levy –
	Vice Chairman of the Board of Directors
ID number	046201323
Date of Birth	June 10, 1945
Address for service of court process	Igal Alon 98, Tel Aviv 67891 C/o Goldfarb Seligman & Co
Citizenship	Israeli
Membership on Board Committees	Risk Management Committee, Government Relations and Regulation Committee, Security Committee, Human Resources Committee, Corporate Governance Committee, Executive Committee
Possession of accounting and financial expertise	No
External director / independent external director	No
An employee of the Company, a subsidiary, affiliate or interested party	No
Date of commencement of tenure as a Director	January 28, 2008

Education and employment in the past 5 years	Bachelor's degree from the Faculty of Law of the Hebrew University and member of the Israeli Bar Association and the Bar Association of New York Partner-Manager of Goldfarb Seligman & Co, Law Office.
Details of corporations in which he serves as a director	Director of Knafaim Holdings Ltd (serves as Chairman of the Board until January 2013), Director of Dori Media Group Ltd, Maman-Cargo Terminals & Handling Ltd, A L Aviation Assets Ltd, Levyim Assets Ltd, The Shalem Foundation, Shalem Academic Center.
Is he a family member of another interested party of the Company	No
Name:	Prof. Joshua (Shuki) Shemer
ID number	005360029
Date of Birth	December 7, 1947
Address for service of court process	HaPrachim Blvd 16, Reut
Citizenship	Israeli
Membership on Board Committees	Finance and Budget Committee, Balance Sheet Committee – Chairman, Audit Committee – Chairman, Market Risk Management Committee, Security Committee, Remuneration Committee – Chairman.
Possession of accounting and financial expertise	Possesses accounting and financial expertise
External director / independent external director	External Director
An employee of the Company, a subsidiary, affiliate or interested party	No
Date of commencement of tenure as a Director	November 19, 2008
Education and employment in the past 5 years	Internal Medicine Specialist degree and Medical Administration Specialist degree from the Ministry of Health
Details of corporations in which he serves as a director	Chairman of the Board of Directors of Assuta Medical Centers Ltd. and its subsidiaries, Director of the following companies Maccabi-Dent Ltd, Maccabi Holdings Ltd, Bait Balev Ltd and Compugen Ltd Management Member of Maccabi Health Services.
Is he a family member of another interested party of the Company	No

Name:	Pinchas Ginsburg
ID number	054189451
Date of Birth	January 2, 1957
Address for service of court process	Motta Gur 12, Givat-Shmuel
Citizenship	Israeli, German
Membership on Board Committees	Risk Management Committee Finance and Budget Committee, Balance Sheet Committee, Executive Committee
Possession of accounting and financial expertise	Possesses accounting and financial expertise
External director / independent external director	No
An employee of the Company, a subsidiary, affiliate or interested party	CEO of Y Hillel & Co Ltd , a part of Pinchas Ginsburg Group, an interested party of the Company by virtue of its holdings
Date of commencement of tenure as a Director	June 24, 2009
Education and employment in the past 5 years	Bachelor's degree in Economics and Accounting – University of Tel Aviv CEO of Y Hillel & Co Ltd – a travel agency and representative of foreign airlines in Israel, and CEO of West East Airlines Representative Ltd
Details of corporations in which he serves as a director	Y. Hillel & Co. Ltd. – Chairman of the Board, West East Airlines Representative Ltd, Privilege Tourism Ltd, Meditrade Jerusalem (1994) Ltd and Tour Air (Israel) Ltd
Is he a family member of another interested party of the Company	No

Name:	Shlomo Hanael
ID number	064516271
Date of Birth	January 10, 1950
Address for service of court process	Ayalon House, Aba Hillel Rd 12, Ramat-Gan
Citizenship	Israeli
Membership on Board Committees	Government Relations and Regulation Committee, Risk Management Committee, Finance and Budget Committee, Security Committee.
Possession of accounting and financial expertise	No
External director / independent external director	No

An employee of the Company, a subsidiary, affiliate or interested party	Chairman of the Board of Directors of Knafaim Holdings Ltd (since January 2013), the Controlling Shareholder of the Company.

Date of commencement of tenure as a Director	June 24, 2009

Education and employment in the past 5 years	Bachelor's degree in Aeronautical Engineering – Technion, Master's degree in Business Administration – University of Tel Aviv. CEO of Knafaim Holdings Ltd. (until October 2012)

Details of corporations in which he serves as a director	Knafaim Holdings Ltd, QAS Israel Ltd, Global Wings Leasing Ltd – Chairman of the Board, Maintenance Wings (1005) Ltd – Chairman of the Board

Is he a family member of another interested party of the Company	No

Name:	Sofia Kimerling
ID number	71511174
Date of Birth	May 1, 1951
Address for service of court process	POB 3050, Herzeliya 46130
Citizenship	Israeli
Membership on Board Committees	Corporate Governance Committee

Possession of accounting and financial expertise	No

External director / independent external director	No

An employee of the Company, a subsidiary, affiliate or interested party	No

Date of commencement of tenure as a Director	January 19, 2011

Education and employment in the past 5 years	Business Administration degree Entrepreneurship (August 2006 - present) Procurement Manager in Winbond– National Semiconductors Israel (until August 2006)

Details of corporations in which he serves as a director	Knafaim Holdings Ltd, Sun D'or International Airlines Ltd, Tamam Aircraft Food Industries Ltd

Is he a family member of another interested party of the Company	No

Name:	Ruth Dahan (Portnoy)
ID number	024807927
Date of Birth	February 1, 1970
Address for service of court process	Arlozorov 26, Givatayim
Citizenship	Israeli
Membership on Board Committees	Audit Committee, Remuneration Committee, Balance Sheet Committee Finance and Budget Committee - Chairman, Market Risk Management Committee.
Possession of accounting and financial expertise	Possesses accounting and financial expertise
External director / independent external director	Independent external director
An employee of the Company, a subsidiary, affiliate or interested party	No
Date of commencement of tenure as a Director	December 31, 2013
Education and employment in the past 5 years	Master's degree in MBA, with specialization in Financing and Accounting – Hebrew University of Jerusalem; Bachelor's degree in Economics - Hebrew University of Jerusalem. Founder and Manager of TMF – Tailor Made Finance; Deputy Director at Standard & Poor's Maalot (from 2003 until April 2013)
Details of corporations in which he serves as a director	A. Dori Group Ltd, Assuta Medical Centers Ltd.
Is he a family member of another interested party of the Company	No

Name:	Eyal Haimovsky
ID number	027425800
Date of Birth	May 29, 1974
Address for service of court process	Echad Ha'am 22, Jerusalem
Citizenship	Israeli
Membership on Board Committees	Audit Committee, Balance Sheet Committee Remuneration Committee, Finance and Budget Committee, Corporate Governance Committee
Possession of accounting and financial expertise	Possesses accounting and financial expertise
External director / independent external director	External director

An employee of the Company, a subsidiary, affiliate or interested party	No
Date of commencement of tenure as a Director	February 18, 2015
Education and employment in the past 5 years	Master's degree in Business Administration (MBA) – University of Derby, Bachelor's degree in Business Administration (BBA) – Champlain College, Construction Engineering – The College of Management.
Details of corporations in which he serves as a director	None
Is he a family member of another interested party of the Company	No

<u>Regulation 26A – Senior Officers of the Company</u>

David Maimon

ID number 056491616.

Date of birth July 8, 1960

Position: Chief Executive Officer.

Education Master's degree in Business Administration – University of Derby, Britain; Bachelor's degree in Political Science – University of Bar Ilan

Business experience in the past 5 years VP Sales and Customers of the Company (until December 2010), VP Commerce and Aviation Relations (until January 2014).

The position he holds in the Company's subsidiary, affiliate or interested party: Chairman of the Board of Directors of Sun D'or International Airlines Ltd

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office March 20, 2014

Ofer Tsabary

ID number: 055336168

Date of birth July 3, 1958

Position VP Computers.

Education Bachelor's degree in Computer Science – University of Tel Aviv, Bachelor's degree in Mathematics and Computer Science – University of Tel Aviv.

Business experience in the past 5 years VP Computers

Does not hold a position in the Company's subsidiary, affiliate or interested party.

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office June 30, 2005

Benjamin Livneh

ID number: 06466460

Date of birth May 3, 1946

Position VP Operations

Education Bachelor's degree in Mathematics – University of Ben Gurion, Bachelor's degree in Economics and Business Administration – University of Bar Ilan, Master's degree in Law - The College of Management, Graduate of Law – University of Bar Ilan

Business experience in the past 5 years Captain/Instructor/Inspector - the 747-400 aircraft fleet of El Al (since 1989)

Does not hold a position in the Company's subsidiary, affiliate or interested party

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office May 1, 2010

Yehudit Grisaro

ID number 057895385

Date of birth September 28, 1962

Position: VP Customer Service

Education Master's degree in Business Administration (EMBA) - University of Tel Aviv, Bachelor's degree in Social Science - University of Tel Aviv.

Business experience in the past 5 years: Head of Flight Service Division of El Al (2009-2010), IDF - completed her service as a Brigadier General, in the position of Women's Affairs Advisor to the IDF Chief of Staff (1981-2009)

Does not hold a position in the Company's subsidiary, affiliate or interested party.

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office. January 1, 2011

Shalom Zahavi

ID number: 008117434.

Date of birth December 30, 1947

Position: VP Commerce and Aviation Relations.

Education: Bachelor's degree in Business Administration and Marketing – State University of New York.

Business experience in the past 5 years Head of Cargo Division of El Al (2009-2010), VP Cargo (2011-2014)

The position he holds in the Company's subsidiary, affiliate or interested party Director of Airtour

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office July 28, 2014

Omer Shalev

ID number: 028913051

Date of birth July 7, 1968.

Position the Company's Legal Counsel and Corporate Secretary, and Internal Enforcement Officer

Education Bachelor's degree in Law – University of Tel Aviv, a licensed attorney.

Business experience in the past 5 years VO, Corporate Secretary and Legal Counsel of Knafaim Holdings Ltd and Arkia Israeli Airlines Ltd. (until 2006).

In addition to his appointment as the Company's Legal Counsel and Corporate Secretary, and Internal Enforcement Officer, he serves as Legal Counsel and Enforcement Officer of the Company's subsidiaries. Beyond that, he does not hold a position in the Company's subsidiary, affiliate or interested party

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office November 15, 2006

Gil Ber

ID number 028913051

Date of birth January 10, 1972

Position: Auditor of the Company

Education: Bachelor's degree in Business Administration and Accounting – The College of Management, Master's degree with honors in Internal Auditing and Public Administration – University of Bar Ilan, An Accountant a U.S. Certified Internal Auditor (CIA) and Certified in Risk and Information Systems Control (CRISC) in the U S

Business experience in the past 5 years In the past five years serves as Internal Auditor of the Company and the subsidiaries Prior thereto he was a partner and Head of Business Risks Department of the accounting firm of Kost Forer Gabbay & Kasirer – Ernst & Young Israel (2001-2009) A lecturer at the Ono Academic Center and conducts workshops on risk management and internal auditing. An Audit Committee member at ILAN - the Israeli Foundation for Handicapped Children

In addition to his appointment as Internal Auditor of the Company, he serves as Internal Auditor of the Company's subsidiaries Beyond that, he does not hold a position in the Company's subsidiary, affiliate or interested party.

Is he an interested party or family member of another senior office holder or an interested party of the Company? No.

Date of commencement of office June 1, 2009

Dganit Palti

ID number: 0057696551

Date of birth June 11, 1962.

Position. Chief Finance Officer

Education An accountant Bachelor's degree in Economics and Accounting – University of Tel Aviv, Master's degree in Business Administration – University of Tel-Aviv

Business experience in the past 5 years CFO of Granit Hacarmel Investments Ltd

Does not hold a position in the Company's subsidiary, affiliate or interested party.

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office March 20, 2014

Hanan Matasaro

ID number 058493867

Date of birth: January 1, 1964

Position VP Human Resources and Administration

Education Bachelor's degree in Political Science – University of Bar Ilan; Master's degree in Political Science – University of Haifa

Business experience in the past 5 years Director of Israel station at El Al (2009-2014)

The position he holds in the Company's subsidiary, affiliate or interested party: Chairman of the Board of Directors of Katit Ltd

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office: May 1, 2014.

Yosef Barazani

ID number: 057938367

Date of birth January 6, 1963

Position VP Maintenance and Engineering

Education Bachelor's degree in Social Science – the Hebrew University of Jerusalem; Graduate studies of Business Administration – Peres Academic Center

Business experience in the past 5 years Commander of the Technological College of the Air Force (2006-2009), VP at Maintenance Wings – Limited Partnership (2010-2014)

Does not hold a position in the Company's subsidiary, affiliate or interested party

Is he an interested party or family member of another senior office holder or an interested party of the Company? No.

Date of commencement of office September 1, 2014

Offer Gat

ID number 053982625

Date of birth January 22, 1956

Position VP Worldwide Sales.

Education. Master's degree in Business Administration – University of Tel Aviv, Bachelor's degree in Political Science – University of Tel Aviv.

Business experience in the past 5 years: VP Worldwide Sales of El Al (since 2011), Manager of El Al North America (2007-2010)

The position he holds in the Company's subsidiary, affiliate or interested party Director of Sun D'Or, Tour Air (Israel) Ltd and Superstar Holidays (ceased to hold an office in these companies in February 2015)

Is he an interested party or family member of another senior office holder or an interested party of the Company? No

Date of commencement of office January 1, 2011

On February 28, 2015, Mr. Offer Gat ceased to serve as VP Worldwide Sales due to the merger of the Sales Division into the Division of Commerce and Aviation Relations

Senior Officers who ceased serving in the Reporting Year

Name	Nadav Palti - Director
Membership in Board Committees.	Finance and Budget Committee, Market Risk Management Committee - Chairman
Date of commencement of office as a director	January 6, 2005
The date he ceased to serve as a director	March 6, 2014

Name	Yair Rabinowitch – External Director
Membership in Board Committees	Audit Committee, Finance and Budget Committee, Balance Sheet Committee, Remuneration Committee, Government Relations and Regulation Committee, Corporate Governance Committee
Date of commencement of office as a director	February 28, 2007
The date he ceased to serve as a director	December 2, 2014

Name	Elyezer Shkedy- CEO
Date of commencement of office.	January 1, 2010
The date he ceased to serve	March 19, 2014

Name	Nessim Malki - CFO

Date of commencement of office	March 1, 2003
The date he ceased to serve	March 19, 2014
Name	Reuven Virovnik – VP Human Resources and Administration
Date of commencement of office	September 1, 1999
The date he ceased to serve	April 30, 2014
Name	Shmuel Kuzi – VP Maintenance and Engineering
Date of commencement of office:	May 1, 2008
The date he ceased to serve:	August 31, 2014

Regulation 26B – Authorized Signatory of the Corporation

The Company has no independent authorized signatories

Regulation 27 – The Accountant of the Corporation

The Accounting Firm Brightman, Almagor, Zohar & Co

Address Azrieli Center 1, Tel Aviv 67021

Regulation 28 – Changes in the Memorandum or Articles of Association

During the Reporting Year, no changes were made to the Memorandum or Articles of Association of the Company

Regulation 29(B) – Directors Recommendations and Decisions

During the Reporting Period, the General Meeting of Shareholders of the Company did not adopt any decision other than in accordance with the Directors' recommendations in the matters set forth in Section 29(A) of the Regulations.

Regulation 29(C) – Resolutions at Special General Meetings

- At a Special General Meeting of the Shareholders of the Company that was convened on January 8, 2014, the following resolutions were adopted.
 - ✓ To approve the Officers' Remuneration Policy of the Company, attached to the Supplementary Report published by the Company on December 30, 2013 (reference no 2013-01-112759)
 - ✓ To approve the amendment to the Management Service Agreement of the Chairman of the Company's Board of Directors, Mr Amikam Cohen, as set out in said Supplementary Report.
- At a Special General Meeting of the Shareholders of the Company that was convened on April 8, 2014, it was resolved to approve the terms of office and employment of Mr David Maimon,

the Company's CEO, as set out in the immediate report and the Supplementary Report published by the Company on April 2, 2014 (reference no. 2014-01-036720).

- 3 At a Special General Meeting of the Shareholders of the Company that was convened on November 12, 2014, the following resolutions were adopted
- ✓ To approve the re-appointment of Prof Joshua (Shuki) Shemer for another term of office (the third in number) of three years starting from November 19, 2014 Prof Shemer was evaluated by the Board of Directors as having accounting and financial expertise in accordance with the Companies Regulations (Conditions and Criteria for Directors with Accounting and Financial Expertise and Directors with Professional Expertise), 5766-2005
 - ✓ To approve the Company to enter with Knafaim into a framework transaction for the purchase of Group Directors' And Officers' Liability Insurance together with Knafaim, for a three-year period, as provided in Regulation 29A(1) below.
 - ✓ To approve the update to the terms of employment of Nimrod Borovitz, CPA, following his appointment to the position of Head of Business Development Division, Long-Term Planning and Purchase of Equipment for the Company, as specified in the Report on a Transaction with a Controlling Shareholder and the Report on Convening a Meeting published by the Company on October 1, 2014 (reference no 2014-01-168498)
 - ✓ To re-approve the grant of Letters of Indemnification to the Company's directors listed among the controlling shareholders: Messrs Tamar Moses Borovitz, Sofia Kimerling and Yehuda (Yudi) Levy, for a three-year period starting from December 29, 2014, as specified in Regulation 29A(2) below
4. At a Special General Meeting of the Shareholders of the Company that was convened on February 18, 2014, it was resolved to approve the appointment of Mr Eyal Haimovsky as External Director of the Company for a three-year term of office beginning on the date of approval of the Meeting Mr Haimovsky has been evaluated by the Company's Board of Directors as having accounting and financial expertise.

Regulation 29A – The Company Resolutions

1. Officer's Insurance

On March 16, 2014, the Audit Committee and Remuneration Committee approved, and on March 18, 2014, the Board of Directors approved, the continued engagement with Menora Mivtachim Insurance Ltd, made through Knafaim, to renew the Directors' and Officers' Liability Insurance Policy for another period commencing on February 1, 2014 and ending on May 31, 2015 Said insurance is part of a Group Insurance Policy maintained by the Knafaim for its officers and officers of subsidiaries and affiliated companies, in accordance with the framework transaction approved by the Company's Shareholders Meeting dated December 29, 2011 and effective until December 28, 2014 (hereinafter: the "**2011 Framework Transaction**"), and with the Officers' Remuneration Policy of the Company, which was approved by the Company's Shareholders Meeting dated January 8, 2014 (hereinafter: the "**Remuneration Policy**") The limit of liability under the purchased insurance policy was in compliance with the terms and conditions of the 2011 Framework Transaction, totaling USD

100 million, plus an addition of 20% of the limit of liability stated above in respect of expenses for legal defense in Israel. For details, see the Company's immediate report dated March 18, 2014 (reference no. 2014-01-017172).

On November 12, 2014, the Special Annual General Meeting of the Company's Shareholders approved the Company's entering into a new framework transaction with Knafaim (hereinafter the "**Framework Transaction**") for the joint purchase of an insurance policy for directors and officers of the Company and its subsidiaries (including controlling shareholders of the Company, who serve as directors and officers), as may be from time to time, for an additional three-year period beginning on December 28, 2014, the termination date of the 2011 Framework Transaction, and ending on December 27, 2017, as specified in the Report on a Transaction with a Controlling Shareholder and the Report on Convening a Meeting, published by the Company on October 1, 2014 (reference no. 2014-01-168498). During said period, the Company may, from time to time, subject to the approval of the Audit Committee and Board of Directors and without requiring further approval of the General Meeting, join Knafaim in purchasing an insurance policy for its subsidiaries and affiliated companies (hereinafter "**Group Insurance**"), with respect to all directors and officers serving the Company at that time (including controlling shareholders). As stated, the transaction continues in the framework of the Group Policy Insurance purchased by Knafaim for its officers and officers of subsidiaries and affiliated companies, in accordance with the 2011 Framework Transaction.

The main terms of the Framework Transaction are set forth below.

- A. The limits of liability of the Group Insurance shall not exceed USD 100 million per event, and in total for an annual insurance period, plus 20% for legal defense expenses.
- B. Knafaim shall bear 28% of the insurance fees and the Company shall bear 72% of the insurance fees.
- C. In any case, the Company's contribution to the Group Insurance premiums shall not exceed USD 200 thousand per year.
- D. A material change in the Group's insurance coverage, including cancellation of the policy by Knafaim, will require prior notice from Knafaim to the Company.
- E. The amount of the annual premium of the Group Insurance shall not exceed USD 280 thousand, provided, however, that the deductible of any claim under the policy does not exceed USD 150 thousand.

2 Officers' Indemnification

On December 29, 2011, the Special Annual General Meeting of the Company's Shareholders approved the amendment of Letters of Indemnification to directors and officers of the Company, as provided in the Supplementary Report to the Invitation to the General Meeting of Shareholders of the Company, published by the Company on December 21, 2011 (reference no. 2011-01-370311). The validity of the Letters of Indemnification to the Directors who are controlling shareholders of the Company is for a period of three years, until December 28, 2014.

Further to said resolution, on November 12, 2014, the Special Annual General Meeting of the Company's Shareholders resolved to re-approve the grant of Indemnification Letters to directors who are also controlling Shareholders of the Company, Messrs. Tamar Moses Borovitz, Sofia Kimerling and Yahuda (Yudi) Levy, for a three-year period commencing on December 29,

2014, as provided in the Report on the Convening of a Meeting, published by the Company on October 1, 2014 (reference no 2014-01-168498)

3 Agreement with Maman

On June 23, 2014, after the approval of the Audit Committee, the Board of Directors of the Company approved the exercise of the Company's option to extend the agreement entered into between the Company and Maman-Cargo Terminals & Handling Ltd, Ganey Amiad Ltd (hereinafter: "**Maman**"), by means of a framework agreement (hereinafter the "**Framework Agreement**") signed on February 3, 2010, for an additional period from April 1, 2014 to June 30, 2018, on the terms of the Framework Agreement (hereinafter the "**Extension Period**") At the end of every year during the Extension Period, the Company shall be entitled to choose whether to terminate the agreement with Maman or extend it, on the terms of the Framework Agreement, for another year up to the end of the Extension Period The Framework Agreement regulates the provision of cargo terminal services (cargo handling, cargo conveyance, cargo storage and related services) rendered by Maman to the Company, the prices the Company pays and the financial reimbursements to which the Company is entitled in connection with these services.

At the time of the extension of the agreement with Maman, by means of the Framework Agreement, two directors recommended by the Company serve on the Board of Directors of Maman, in accordance with the Framework Agreement, which provides that the Company is entitled to propose two candidates to serve as directors of the Board of Directors of Maman upon reaching a holding of more than 10% of the issued share capital of Maman Therefore, the engagement with Maman was approved by the organs of the Company as an "Extraordinary Transaction" in which the Company's officers have a personal interest.

Prior to the execution of the Framework Agreement, the Company has examined the possibility to cooperate with an alternative supplier, and after reviewing the proposal received, it was resolved to enter into a framework agreement with Maman It shall be noted, however, that in light of the structure of the transaction with Maman, the Company did not review proposals from other service providers prior to the exercise of the option to extend the Framework Agreement

Given the terms and conditions of the agreement and in view of the fact that the transaction was executed based on commercial considerations, and after its economic terms have been reviewed, the Audit Committee and Board of Directors determined that the extension of the agreement with Maman as provided above is to the benefit of the Company Therefore, and in the absence of data indicating whether the transaction is on market terms, and for the sake of precaution, the Audit Committee has classified the transaction as "Extraordinary Transaction" in which the Company's officers, who serve as directors of Maman, may have a personal interest

For details regarding the extension of the Framework Agreement, see immediate report published by the Company on June 23, 2014 (reference number 2014-01-097155)

Date: March 24, 2015

Amikam Cohen
Chairman of the Board of Directors

David Maimon
President & CEO

אל על גומימי אייר לישראל בע"מ



דוח תקופתי
לשנת 2014

פרק א'
תיאור עסקי התאגיד

תוכן עניינים

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69	9 9	מיסוי	
69	9 10	איכות הסביבה ואחריות תאגידית	
73	9 11	מגבלות ופיקוח על עסקי התאגיד	
85	9 12	הסכמים מהותיים	
86	9 13	הסכמי שיתוף פעולה	
86	9 14	הליכים משפטיים	
87	9 15	יעדים ואסטרטגיה עסקית	
89	9 16	צפי להתפתחות בשנה הקרובה	
89	9 17	מידע כספי לגבי דיווח מגזרי	
90	9 18	דיון בגורמי סיכון	

פרק 1: כללי

אל על נתיבי אויר לישראל בע"מ מתכבדת להגיש בזאת את תיאור עסקי התאגיד ליום 31 בדצמבר 2014, הסוקר את תיאור התאגיד והתפתחות עסקיו, כפי שחלו בשנת 2014 הדוח נערך בהתאם לתקנות ניירות ערך (דוחות תקופתיים ומידיים), התשי"ל-1970 הנתונים הכספיים הכלולים בדוח נקובים בדולרים ארה"ב אלא אם כן צוין אחרת. תביעות כספיות מתוארות בנתונים כספיים בש"ח נכון ליום הגשת התביעה, אלא אם צוין אחרת

אחוזי ההחזקה מוצגים במספרים מעוגלים לאחוז השלם הקרוב, אלא אם צוין אחרת

נתונים המופיעים בדוח זה נכונים ליום הדוח, אלא אם נאמר אחרת נתונים המופיעים בדוח זה כנכונים למועד הסמוך לאישור הדוח, מעודכנים ליום 19 במרץ 2015, אלא אם צוין אחרת

מהותיות המידע הכלול בדוח זה, נבחנה מנקודת ראותה של החברה, כאשר בחלק מהמקרים ניתן תיאור נוסף כדי ליתן תמונה מקיפה של הנושא המתואר

מקרא

למען הנוחות, בדוח תקופתי זה תהיינה לקיצורים הבאים המשמעות הרשומה לצידם

דוח הדירקטוריון -	דוח דירקטוריון החברה על מצב ענייני התאגיד לשנה שהסתיימה ביום 31 בדצמבר 2014
דולר -	דולר ארה"ב
הבורסה -	הבורסה לניירות ערך בתל-אביב בע"מ
הדוחות הכספיים -	הדוחות הכספיים המאוחדים של החברה לשנה שהסתיימה ביום 31 בדצמבר 2014, אלא אם צוין אחרת
המדינה -	מדינת ישראל
הקבוצה -	החברה והחברות המאוחדות שלה
הרשות -	רשות ניירות ערך
התאגיד או החברה או אל על	אל על נתיבי אויר לישראל בע"מ
חופש חמישי -	הובלת נוסעים או מטען בין שתי מדינות זרות על ידי מוביל של מדינה שלישית לדוגמה, אל על מובילה מטען בין ליאז' לניו יורק
חופש שישי -	הובלת נוסעים או מטען בין שתי מדינות זרות עם חניית ביניים במדינת המוביל האוירי לדוגמה, טיסה של חברה אירופאית מישראל לארה"ב דרך שדה תעופה הנמצא במדינת אותה חברת תעופה באירופה
חוק החברות -	חוק החברות, התשנ"ט-1999
חוק החברות הממשלתיות -	חוק החברות הממשלתיות, התשל"ה-1975
חוק ניירות ערך -	חוק ניירות ערך, התשכ"ח-1968

האגוד הבינלאומי לתובלה אווירית	יאט"א -
31 בדצמבר 2014	יום הדוח -
כנפיים אחזקות בע"מ	כנפיים -
ה-19 במרץ 2015, אלא אם צוין אחרת	מועד הסמוך לאישור הדוח -
סאן דור נתיבי אוויר בינלאומיים בע"מ	סאן דור -
פקודת מס הכנסה (נוסח חדש), התשכ"א-1961	פקודת מס הכנסה -
שקל חדש	ש"ח -
שנת 2014	שנת הדיווח -
התשקיף שפרסמה החברה ביום 30 במאי 2003, כפי שתוקן בימים 3 ביוני 2003 ו-4 ביוני 2003	תשקיף 2003 -
Available Seat Kilometer - מושב-ק"מ זמין מספר המושבים שהוצעו למכירה כפול המרחק המוטס	ASK -
Available Ton Kilometer - טון-ק"מ זמין הקיבולת הזמינה להובלה של נוסעים (מתורגמים לטונות) ומטען כפול המרחק המוטס	ATK -
Revenue Passenger Kilometer - מספר הנוסעים בתשלום כפול המרחק המוטס	RPK -
Revenue Ton Kilometer - המשקל בטונות של נוסעים ומטען בתשלום כפול המרחק המוטס	RTK -
Freight Ton Kilometer - משקל בטונות של מטען (כולל דואר) בתשלום כפול המרחק המוטס	FTK -
Freight Load Factor – שיעור תפוסה בטיסות מטען	FLF -
Passenger Load Factor - שיעור תפוסה בטיסות נוסעים (אחוז המושבים המנוצלים)	PLF -

פרק 2: תיאור ההתפתחות הכללית של עסקי התאגיד

פעילות התאגיד ותיאור התפתחות עסקיו

1

כללי

1 1

עיקר פעילותה של החברה בהובלה אווירית של נוסעים ומטען (כולל כבודה ודואר) בארץ ובחו"ל, באמצעות מטוסי נוסעים ומטוס מטען מטוסי הנוסעים של החברה מבצעים הן טיסות סדירות והן טיסות שכר

החברה מונתה כמוביל האווירי הנקוב של מדינת ישראל במרבית הקווים הבינלאומיים הפועלים מישראל ואליה עוד בנושא זה ועל משמעות המונח "מוביל נקוב" והחלטת הממשלה בנושא מדיניות ה"שמיים הפתוחים" ראו סעיפים 1 1, 7 1 2, 10 1 7 ו-11 7 2 9 להלן

הקבוצה עוסקת בפעילויות נלוות לפעילות ההובלה האווירית, כגון מכירת מוצרים פטורים ממכס, ייצור ואספקת מזון בעיקר למטוסיה, מתן שירותי אבטחה, מתן שירותי תחזוקה שוטפת ותחזוקה כוללת למטוסים של חברות אחרות בנמל התעופה בן גוריון וניהול סוכנויות נסיעות בחו"ל

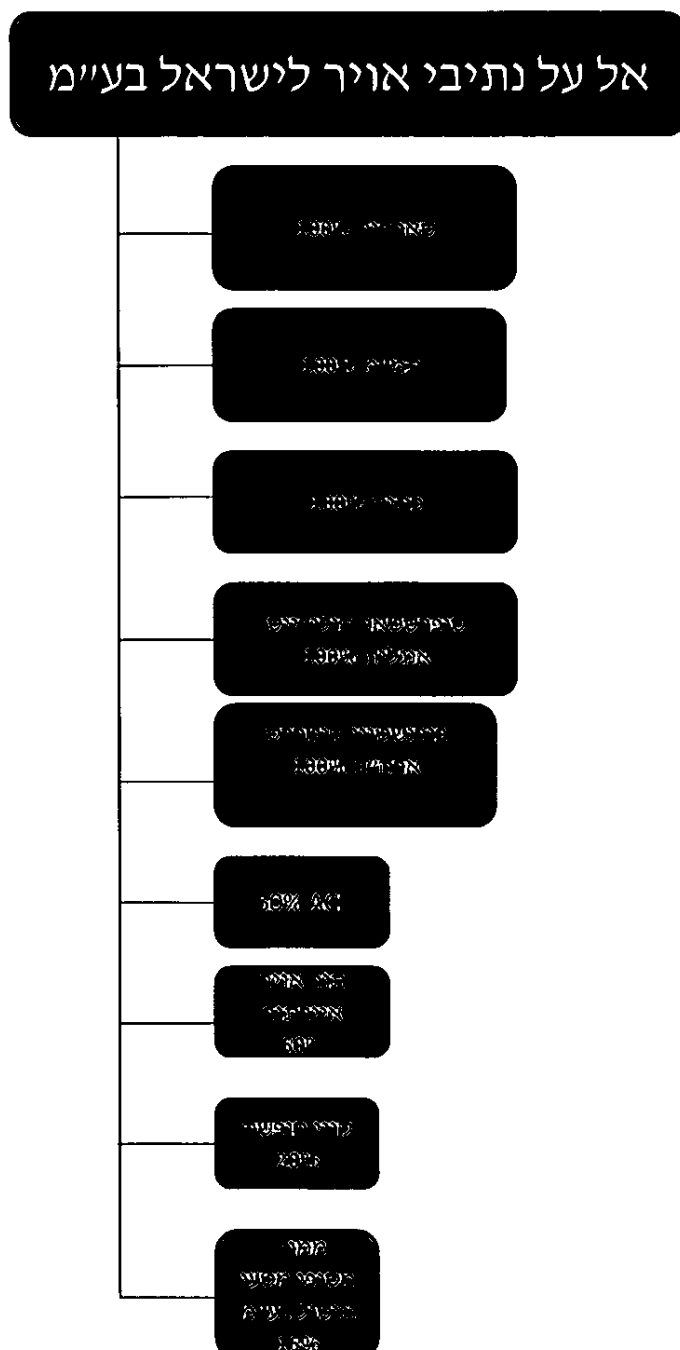
הסביבה העסקית, במסגרתה פועלת החברה, הינה התעופה האזרחית הבינלאומית והתיירות לישראל וממנה, המאפיינות בתודתיות עונתיות וברמת תחרות גבוהה, המחריפה בתקופות של עודף קיבולת

בתחום הובלת הנוסעים, התחרתה החברה בשנת 2014 בשתי חברות תעופה ישראליות (ארקיע וישראייר), בכ- 60 חברות תעופה זרות אשר הפעילו טיסות סדירות ובלמעלה מ- 50 חברות שכר זרות, מתוכן כ- 30 חברות אשר הפעילו טיסות באופן קבוע חברות התעופה מתחרות בתחומים שונים שהעיקריים שבהם מחירים, תדירויות ומועדי טיסות, דיוק מבצעי, סוג הציוד, תצורת המטוסים, שירות לנוסע ועוד התחרות הינה עם חברות תעופה המקיימות טיסות סדירות בין יעדים שונים, טיסות שכר בין אותם יעדים ו/או טיסות חופש שישי

בתחום הובלת המטען, בשנת 2014 התחרו בפעילות החברה שמונה חברות תעופה המפעילות מטוסי מטען בטיסות לנתב"ג ומנתב"ג, בנוסף לחברת ק א ל קווי אוויר למטען בע"מ כמו כן, החברה מתחרה עם רוב חברות התעופה הסדירות המפעילות מטוסי נוסעים ומובילות מטען בגחון

עוד על התחרות ראו בסעיף 8 7 ו-8 7 להלן

להלן תרשים מבנה האחזקות של החברה בחברות המוחזקות הפעילות במועד הסמוך לאישור הדוח (האחוזים המפורטים בתרשים מבטאים את אחזקת החברה בחברות המוחזקות)



שנת התאגדות התאגיד וצורת התאגדות

אל על נתיבי אויר לישראל בע"מ התאגדה כחברה בע"מ ביום 15 בנובמבר 1948 בשם אל-על חברת התעופה לישראל בע"מ, וביום 16 במאי 1951 שינתה שמה לשמה הנוכחי

החברה היתה עד ליום 6 ביוני 2004 "חברה ממשלתית" ב"הפרטה" (כמשמעות המונחים בחוק החברות הממשלתיות) לפרטים נוספים ראו סעיף 911 להלן "מגבלות ופיקוח על עסקי התאגיד"

למיטב ידיעת החברה, נכון להיום המדינה מחזיקה בכ- 1% מהון המניות המונפק של החברה ועל כן החברה עודנה בסטאטוס של "חברה מעורבת" כמו כן, מחזיקה המדינה במניית המדינה המיוחדת (לפרטים בדבר מניית המדינה המיוחדת והזכויות הנלוות אליה ראו סעיף 911 להלן)

תחומי פעילות

2

מטה הקבוצה פועל במשולב בתחומי פעילותה המפורטים להלן, לרבות ניהול כספים, משאבי אנוש, רכש, ייעוץ משפטי, מחשוב, בטחון, תחזוקה והנדסה, שירות ולקוחות, שיווק ופרסום, מבצעי אור, מבצעי קרקע ובינוי

לקבוצה שני מגזרי פעילות מדווחים לפרטים ראו ביאור 33 לדוחות הכספיים

(א) הובלה אווירית במטוסי נוסעים

בתחום זה החברה מובילה נוסעים ומטען (כולל דואר וכבודה) בגחון המטוסים להובלת נוסעים וכן מעניקה שירותים נלווים כגון מכירת מוצרים פטורים ממכס הכנסות תחום הפעילות היוו כ- 8% 91 מכלל הכנסות החברה בשנת 2014

(ב) הובלה אווירית במטוסי מטען

בתחום זה החברה מובילה מטען במטוס ייעודי להובלת מטען וכן מעניקה שירותים נלווים כגון החכרת מטוס המטען הכנסות תחום הפעילות היוו כ- 4% 3 מכלל הכנסות החברה בשנת 2014 יצוין כי החל מחודש יוני 2011, מפעילה החברה מטוס מטען חכור אחד מדגם בואינג 747-400

מלבד תחומי הפעילות המפורטים לעיל, לקבוצה פעילויות נוספות שאינן נכללות בתחומים אלה ושאינן מהותיות לפעילות החברה¹, אשר סך ההכנסות הנובעות מהן מהוות כ- 8% 4 מסך הכנסות הקבוצה בשנת 2014

השקעות בהון התאגיד

3

כללי

31

בשנת הדוח לא בוצעו השקעות בהון התאגיד

אופציות

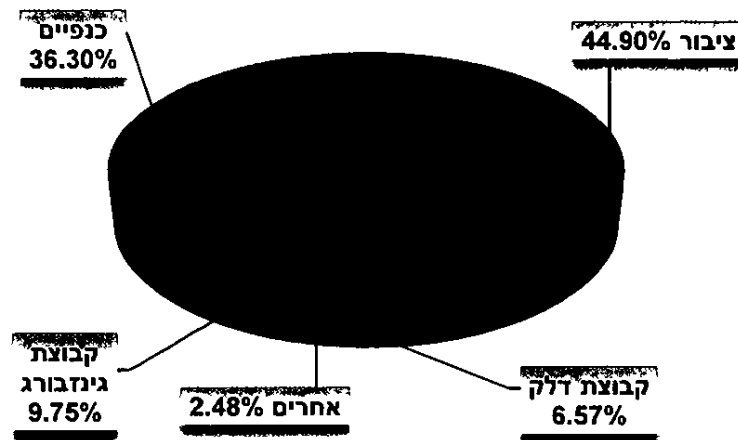
32

נכון למועד הסמוך לאישור הדוח לא מוחזקות אופציות על ידי מי מנושאי המשרה בחברה

לפרטים בדבר אופציות שהוענקו ליו"ר הדירקטוריון ולמנכ"ל החברה היוצא ואשר פקעו במועד פרסום הדוח, ראו ביאור 27 לדוחות הכספיים

¹ ייצור ואספקת מזון לנוסעים בטיסות, מתן שירותי אבטחה, שירותי תחזוקה שוטפת ותחזוקה כוללת למטוסים של חברות תעופה אחרות בגמל התעופה בן גוריון וניהול סוכנויות נסיעות בחו"ל

להלן התפלגות האחזקות במניות החברה למועד הסמוך לאישור הדוח



בטבלה זו "אחרים" הינם א ל נכסי תעופה בע"מ (2 11%) ותמר מוזס השקעות בע"מ (0 37%) לפרטים נוספים ראו תקנה 24 בפרק "פרטים נוספים על התאגיד"

חלוקת דיבידנדים

4

החברה לא חילקה דיבידנדים בשנת הדוח ובשנה שקדמה לה לפרטים בדבר מדיניות הדיבידנד ראו ביאור 27 ד לדוחות הכספיים

מידע כספי לגבי תחומי הפעילות של התאגיד

5

לפרטים בדבר תקני דיווח כספי חדשים ופרשנויות שפורסמו בתקינה הבין לאומית (IFRS) ראו ביאור 3 לדוחות הכספיים לפרטים בדבר מגזרי הפעילות של החברה ראו ביאור 33 לדוחות הכספיים

מהות ההתאמות

51

ההוצאות הנכללות בדיווח תחומי הפעילות אותו רואה מקבל ההחלטות הראשי בארגון (CODM), הן במתכונת של מהות ההוצאה, בעוד שההוצאות הנכללות בדוחות הכספיים המאוחדים של החברה מוצגות על בסיס מאפייני הפעילות של ההוצאות בחברה התאמות מתבצעות מכוח IFRS-8, על מנת לשקף את הפער בין הדיווח המגזרי כאמור, לנתונים הנכללים בדוחות הכספיים המאוחדים של החברה

הסבר התפתחויות שחלו בתחומי הפעילות

52

להסבר ההתפתחויות שחלו בתוצאותיה העסקיות של החברה בשנת הדוח לעומת השנה המקבילה אשתקד, ראו סעיף 2א לדוח הדירקטוריון

התנועה בענף התעופה הבינלאומי

6 1

שוק התעופה הבינלאומי מושפע מהמצב הבטחוני, הפוליטי, מאירועים מיוחדים, כגון התפרצות מגפות ואסונות טבע בעולם בכלל ובאזורים ספציפיים בפרט וכן מן המצב הכלכלי בארץ ובעולם

שנת 2014 היתה אחת השנים הרווחיות של תעשיית התעופה העולמית על פי תחזית יאט"א, חברות התעופה צפויות להציג רווחים של 19.9 מיליארד דולר בגין שנת 2014, כאשר הירידה במחירי הנפט, התאוששות כלכלית ושיעור צמיחה (תמ"ג) גבוה מהצפוי הם הגורמים העיקריים לתחזית האופטימית

לפי נתוני יאט"א, סך כל תנועת הנוסעים (הבינלאומית והפנים ארצית גם יחד) צמחה בשנת 2014 ב-5.9%, הקיבולת המוצעת גדלה ב-6.5% ושיעור התפוסה הממוצע היה 79.7%, שיפור קל לעומת 2013 שיעור הגידול בתנועה הבינלאומית (בלבד) היה מעט גבוה יותר והוא הגיע לרמה של 6.1% את הגידול בתנועה (בינלאומית ופנים ארצית גם יחד) הובילו השווקים המתעוררים, במזרח התיכון (+12.6%) ואסיה (+7.1%) על פי נתוני יאט"א, יותר ממחצית הגידול בתנועה נובע מפעילות חברות התעופה בשווקים הללו, כאשר בחודשים האחרונים של שנת 2014 הגידול בתנועה הפנים ארצית ובאופן מיוחד בשוק הסיני, תרם באופן משמעותי לצמיחה בסך כל תנועת הנוסעים בסה"כ נרשמו בחברות התעופה 3.3 מיליארד נוסעים – עליה של 170 מיליון נוסעים לעומת שנת 2013

בתנועת המטענים הכוללת (בינלאומית ופנים ארצית גם יחד) נרשמה בשנת 2014 עליה של 4.5% לעומת שנת 2013, זאת לאחר עליה של 0.6% בתנועת המטענים בשנת 2013

התנועה בענף התעופה בישראל

6 2

שנת 2014 התאפיינה ככלל בשתי תקופות שונות בחודשים ינואר עד יוני (לפני מבצע "צוק איתן"), נמשכה היציבות הבטחונית ונרשמה עליה משמעותית בתנועת הנוסעים לישראל וממנה בהשוואה לתקופה המקבילה בשנת 2013 לעומת זאת, בחודשים יולי עד דצמבר, בהשפעת מבצע "צוק איתן", נרשמה ירידה בתנועת הנוסעים בהשוואה לחודשים המקבילים אשתקד מבצע "צוק איתן", החל בחודש יולי ונמשך עד סוף חודש אוגוסט, אך השפעתו נמשכה לאורך כל המחצית השנייה של שנת 2014 השפעה זו השתקפה בעיקרה בירידה משמעותית בכמות ההזמנות, בעיקר בקרב תיירים וזאת לצד האטה בכמות ההזמנות בקרב הישראלים

על פי נתוני הלשכה המרכזית לסטטיסטיקה, במחצית הראשונה לשנת 2014 נרשמה עליה של כ-18% בתנועת התיירים (ללא מבקרי יום) הנכנסים לישראל בדרך האוויר ביחס לתקופה המקבילה אשתקד ואילו במחצית השנייה של 2014 נרשמה ירידה של כ-20% בתנועת התיירים, בהשוואה למחצית השנייה של 2013 בתנועת הישראלים היוצאים בדרך האוויר, נרשם גידול של 15% במחצית הראשונה לשנת 2014 בהשוואה למחצית הראשונה של 2013 ובמחצית השנייה נרשם גידול של 8% בלבד בהשוואה למחצית השנייה של 2013 בסה"כ נרשמו בשנת 2014 כ-2.53 מיליון כניסות של תיירים (לא כולל ביקורי יום) בדרך האוויר לארץ, נתון המהווה ירידה של כ-2% ביחס לשנת 2013 כמו כן, בשנת 2014 נרשמו כ-4.73 מיליון יציאות של ישראלים לחו"ל בדרך האוויר, נתון המצביע על עליה של כ-11% לעומת 2013

על פי נתוני רשות שדות התעופה, גדלה סה"כ תנועת הנוסעים הבינלאומית בנתב"ג בשנת 2014 ב-6.1% לעומת שנת 2013

מבצע "צוק איתן"

בעקבות מבצע "צוק איתן", אשר החל בתחילת חודש יולי 2014 ונמשך 50 ימים (עד לסוף חודש אוגוסט), נרשמו ביטולי טיסות רבים על ידי נוסעים זרים וישראלים, הן בטיסות יוצאות והן בטיסות נכנסות וזאת בנוסף לירידה משמעותית בהזמנות לטיסות החברה, אשר למיטב הבנת החברה ניתן לייחסה למבצע "צוק איתן"

כמו כן, בתקופת מבצע "צוק איתן" נשאה החברה בהוצאות נוספות בגין התאמת פעילות ותוספת קיבולת וכן בהוצאות תפעול נוספות שנבעו מהמצב הביטחוני

ביום 22 ביולי 2014 הודיעה רשות התעופה האמריקאית (FAA) על השעיית הטיסות לישראל וממנה למשך 24 שעות ובהמשך הוארכה הנחייה זו ל- 24 שעות נוספות בעקבות זאת, גם מרבית חברות התעופה האירופאיות ביטלו את טיסותיהן לישראל ביום 24 ביולי 2014 הוסרה המגבלה על איסור הטיסות וחברות התעופה האמריקאיות הודיעו על חידוש טיסותיהן לישראל ובעקבותיהן חודשו בהדרגה טיסותיהן של חברות התעופה האירופאיות עוד לפני גל ביטולי הטיסות מצד החברות הזרות הפעילה החברה את צי מטוסיה בניצולת גבוהה בשיא עונת התיירות בתקופה בה הפסיקו חברות התעופה הזרות את טיסותיהן, ביצעה החברה תוספות והתאמות בלוח הטיסות שלה על ידי הוספה של כ- 16 טיסות והרחבה של 20 טיסות למטוסים בעלי קיבולת גבוהה יותר, זאת על מנת לתת מענה מירבי לנוסעים של חברות התעופה הזרות אשר טיסותיהם בוטלו בנוסף, ביצעה החברה, לבקשת משרד התחבורה, 9 טיסות מיוחדות (והרחיבה 2 טיסות נוספות), על מנת לחלץ נוסעים שטיסותיהם בוטלו על ידי חברות התעופה הטורקיות

כמו כן, במהלך מבצע "צוק איתן" הפסיקו שלוש חברות תעופה, המפעילות מטוסי מטען לישראל, את טיסותיהן לישראל לתקופה ממושכת במהלך הרבעון השלישי לשנת 2014 (רויאל ג'ורדניאן - למשך כשבוע, קוריאן אייר - למשך כחודשיים וטורקיש איירליינס - למשך כחודש)

למבצע השפעות משמעותיות על ענף התיירות בישראל ובכלל זה על פעילות החברה ועל תוצאותיה הכספיות לרבעונים השלישי והרביעי לשנת 2014

בחודש אוגוסט 2014 פנתה החברה, יחד עם חברות התעופה ישראיר וארקיע, למשרדי הממשלה, בבקשה דחופה לסייע לחברות התעופה הישראליות ולפצות אותן על הנוקים וההוצאות שנגרמו להן על מנת לאפשר לחברות התעופה הישראליות להתמודד עם המשבר בענף התעופה והתיירות הנובע מהאירועים הביטחוניים במענה לכך, הודיע מנכ"ל משרד התחבורה והבטיחות בדרכים, כי הוקם צוות בין משרדי, בראשות מנכ"ל משרד התיירות ובהשתתפות משרדי הממשלה הרלבנטיים (כולל משרד התחבורה) לגיבוש הצעה לפיצויים אפשריים לחברות התעופה וענף התיירות כולו

ביום 23 בספטמבר 2014 קיבלה הממשלה החלטה בנוגע לסיוע לתעשיית התיירות בעקבות מבצע "צוק איתן", אשר לא כללה סיוע לענף התעופה בעקבות מחאת חברות התעופה על העדר סיוע ממשלתי לחברות התעופה, הוחלט להקים צוות בין ממשלתי ברשות מנכ"ל משרד התחבורה והבטיחות בדרכים, לבחינת טענות חברות התעופה לפגיעה כלכלית בהן כתוצאה ממבצע "צוק איתן" ביום 22 באוקטובר 2014 הציגה החברה את עמדתה בפני הוועדה בחודש נובמבר 2014, נערך דיון ברשות התעופה האזרחית במסגרתו הציגו חברות התעופה הישראליות את בקשותיהן בנושא מתן פיצוי לחברות התעופה הישראליות בגין מבצע "צוק איתן" וכן נערכה פנייה למשרד האוצר על מנת להעניק פיצוי לענף התעופה

בחודש מרץ 2015 נשלחה תזכורת נוספת על ידי חברות התעופה הישראליות לפיה עד למועד זה טרם התקבל פיצוי כלשהו לענף התעופה הישראלית

דלק סילוני למטוסים מהווה מרכיב מהותי בהוצאות החברה מחירי הדלק הסילוני מאופיינים בתנודתיות רבה וחרפה הנתונים להלן מתייחסים לממוצע המשוקלל של מחירי השוק של הדס"ל (לפני מרווחי שיווק ואגרות אחרות) בשווקים השונים בהם רוכשת החברה דלק, כמצוטט על ידי חברת Platts² במהלך שנת 2014 ירדו מחירי הדלק הסילוני ("סל השווקים" - המחיר המשוקלל בהתאם לשווקים בהם רוכשת החברה דס"ל) בממוצע בכ- 8% ביחס למחירי שנת 2013 ובכ- 45% ממחיר השיא שנקבע באמצע חודש יוני 2014 ועד סוף חודש דצמבר 2014 לפרטים נוספים ראו סעיפים 1 ו-9 18 6-9 להלן לפרטים נוספים אודות ההשפעה הכספית של מחיר הדלק הסילוני, לרבות בגין פעולות גידור ודגשים עיקריים לשנת 2014, ראו סעיפים א' 2 ו-ב' 3) לדוח הדירקטוריון

תנודות בשערי מטבע זר

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תוצאות הקבוצה מושפעות ממספר מטבעות ובעיקר מדולר ארה"ב תנודות בשערי החליפין של הדולר לעומת מטבעות אחרים עשויות להביא לשיפור או לשחיקת הרווחיות של הקבוצה נכון ליום 31 בדצמבר 2014, חל פיחות של כ-12% בשער החליפין של השקל לעומת דולר ארה"ב, ביחס ליום 31 בדצמבר 2013 נכון ליום 31 בדצמבר 2014, חל תיסוף של כ-4% 13 בשער החליפין של דולר ארה"ב לעומת האירו, ביחס ליום 31 בדצמבר 2013

תנודות בשיעורי הריבית

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לצורך מימון רכישות מטוסים, נטלה החברה הלוואות בהיקף מהותי בריבית משתנה המבוססת על ריבית הליבור שינוי בשערי ריבית הליבור עשוי להשפיע על הוצאות המימון של החברה בשנת 2014 חלה ירידה של כ-5% 12 בשיעור הממוצע של ריבית הליבור ל-3 חודשים, ביחס לשיעור הממוצע בשנת 2013 לפרטים על הלוואות החברה ראו ביאור 20 לדוחות הכספיים

² למיטב ידיעת החברה, חברת Platts הינה חברה מקבוצת McGraw-Hill אשר מספקת מידע ביחס לענף האנרגיה זה שנים רבות החברה מספקת מידע וניתוחים עדכניים בין היתר בנוגע למחירים ואירועים בינ"ל בשוקי הנפט, הפטרוכימיים, הגזים הטבעיים והכוח החשמלי והגרעיני
א-12

פרק 3: תיאור עסקי התאגיד לפי תחומי פעילות

להלן מובא תיאור עסקי הקבוצה לגבי כל אחד מתחומי פעילותה בנפרד, מלבד בנושאים הנוגעים לכלל תחומי הפעילות של הקבוצה, המתוארים יחדיו במסגרת סעיף 9 להלן

תחום פעילות מטוסי הנוסעים 7

מידע כללי על תחום הפעילות 7 1

הפעילות העיקרית של החברה בתחום זה הינה הובלת נוסעים בטיסות סדירות וטיסות שכר בנוסף, מובילה החברה מטען בגחון מטוסי הנוסעים, פעילות שהיא נלווית לפעילות הובלת הנוסעים לשירות בתחום זה מצטרפים שירותים נלווים נוספים, ביניהם מכירת מוצרים פטורים ממכס לנוסעים במטוס לפיכך, במסגרת תיאור תחום הפעילות התמקדה החברה בתיאור הובלת הנוסעים נושאים מסוימים הנוגעים להובלת המטען בגחון מטוסי הנוסעים דומים לשירות הובלת מטען במטוס המטען של החברה, כמתואר בסעיף 8 להלן

להלן מתוארים מגמות, אירועים והתפתחויות בסביבה המאקרו כלכלית של הקבוצה, שיש להם או צפויה להיות להם השפעה מהותית על התוצאות העסקיות או ההתפתחויות בתחום הפעילות וזאת בתחומים הבאים

מבנה תחום הפעילות ושינויים החלים בו 7 1 1

כאמור, תחום הפעילות העיקרי של החברה הינו הובלה אווירית במטוסי נוסעים בטיסות סדירות מישראל ואליה

בעבר, הוסדרה מדיניות התעופה מכח החלטת ועדת השרים לענייני חברה וכלכלה בסמוך לפני פרסום תשקיף 2003 (החלטה מיום 19 במאי 2003 חכ/14), זאת ביחס למינוי החברה כ"מוביל נקוב", כאשר לאחר מועד זה התקבלו מספר החלטות ממשלה הקובעות את מדיניות התעופה של ישראל ביחס לפעילותה של החברה ואת השתתפות המדינה בהוצאות הבטחון של חברות התעופה הישראליות לפרטים בדבר ההסדרים הרגולטורים החלים על פעילות התעופה, לרבות זכויות הטיס המוענקות לחברה, ראו סעיף 11 9 להלן

מגבלות חקיקה, תקינה ואילוצים מיוחדים החלים על תחום הפעילות 7 1 2

תחום פעילות הטסת נוסעים ומטען במטוסי נוסעים מאופיין במגבלות רגולטוריות בינלאומיות ומקומיות בתחומים שונים, הקבועות באמנות והסכמים בינלאומיים ובחקיקה מקומית לפרטים בדבר הסדרים רגולטורים, ראו סעיף 11 9 להלן

בנוסף, נקבעו באותם הסדרים בינלאומיים ומקומיים, תנאים והסדרים הנוגעים לתפעול ולאחריות המוביל האווירי לנזקים ולעיכובי וביטולי טיסות

החברה מחויבת לפעול גם על פי החקיקה המקומית והחלטות ממשלה רלבנטיות הנוגעות לתחומי פעילותה של החברה (לרבות ביחס לאבטחת שירותי תעופה), כפי שהתקבלו מעת לעת, כמפורט בסעיף 12 11 9 להלן

(א) התפתחויות בינלאומיות

להערכת יאט"א, בשנת 2014 גדלה סך תנועת הנוסעים (הבינלאומית והפנים ארצית גם יחד) בכ- 5.9% בהשוואה לשנת 2013. גבוה יותר משיעור הגידול הממוצע בעשור האחרון שעמד על 5.6% ומשיעור הגידול של 5.2% שנרשם בשנת 2013. התנועה הבינלאומית (לא כולל תנועה פנים ארצית) רשמה גידול שנתי של 6.1% והיצע המושבים בטיסות בינלאומיות גדל ב- 6.4%, מעט גבוה משיעור הגידול בתנועת הנוסעים, ולפיכך נרשמה ירידה קלה בשיעור התפוסה בטיסות נוסעים בינלאומיות – 79.2% בשנת 2014 לעומת 79.3% בשנת 2013.

בחודש דצמבר 2014, עדכנה יאט"א את תחזית הרווח שלה לשנת 2014 כלפי מעלה על פי ההערכה החדשה צפויות חברות התעופה להציג בשנת 2014 רווחים נטו של כ- 19.9 מיליארד דולר (לעומת 18 מיליארד דולר בתחזית יאט"א מחודש יוני 2013) ובשנת 2015 צפויים רווחי חברות התעופה להגיע ל- 25 מיליארד דולר. ירידת מחירי הנפט וצמיחה כלכלית גבוהה (תמ"ג) הם המניעים העיקריים לעלייה בתחזית ביחס לרווחיות חברות התעופה.

התנועה הבינלאומית³ בחתך אזורי - 2014 לעומת 2013:

אזור	נוסעים		
	PLF	ASK	RPK
	שינוי שנתי	שינוי שנתי	שינוי שנתי
אפריקה	67.5%	3.0%	0.9%
אסיה	76.9%	7.0%	5.8%
איחופה	81.6%	5.2%	5.7%
דחם אמריקה	80.0%	4.7%	5.8%
מזרח תיכון	78.1%	11.9%	13.0%
צפון אמריקה	81.7%	4.6%	3.1%
סה"כ	79.2%	6.4%	6.1%

כמשתקף מנתוני הטבלה שלעיל, עיקר הגידול מקורו בשווקים המתעוררים במזרח התיכון, בו כלכלות האזור ממשיכות להראות צמיחה איתנה במגזרים שאינם קשורים בנפט ולכן מסוגלות להתמודד עם הצניחה במחירי הנפט וכן באסיה ודרום אמריקה. תנועה מואצת בחברות ה-Low Cost האירופאיות וגידול ניכר בפעילות חברות התעופה הטורקיות מפצות על הכלכלה האירופאית הנחלשת ועל הסיכונים באזור.

³ הנתונים בטבלה מתייחסים לתנועה בטיסות בינלאומיות בלבד, לא כולל טיסות פנים ארציות.

הנתונים בטבלה שלהלן מתייחסים לפעילות כוללת של חברות התעופה בטיסות בינלאומיות ובטיסות פנים ארציות גם יחד

אזור	תחזית רווח לשנת 2015 (מיליארדי דולר)	אומדן ביצוע לשנת 2014 (מיליארדי דולר)	2013 (מיליארדי דולר)
צפון אמריקה	132	119	72
אירופה	40	27	05
אסיה	50	35	23
מזרח תיכון	16	11	05
דהם אמריקה	10	07	02
אפריקה	02	00	-01
סה"כ	250	199	106

2015 לעומת 2014 (מיליארדי דולר)	2014 לעומת 2013 (מיליארדי דולר)
13	47
13	22
15	12
05	06
03	05
02	01
5.1	93

להלן יוצגו עיקרי התחזית של יאט"א לשנת 2015:

מחיר הנפט - מחירי הנפט ירדו באופן ניכר בחודשים האחרונים לשנת 2014 ומגמה זו צפויה להימשך גם בשנת 2015, כאשר המחיר (ברנט) הממוצע (ברמה שנתית) לחבית צפוי לעמוד על 85 דולר לחבית אם הנחה זו תתממש, אזי תהיה זו הפעם הראשונה שהמחיר הממוצע לחבית ירד מתחת ל- 100 דולר מאז 2010 (אז היה המחיר הממוצע לחבית 79.4 דולר) יצוין כי הערכת יאט"א הינה מחודש דצמבר 2014 כאשר במועד הסמוך לפרסום הדוח נסחרו החוזים העתידיים של הברנט ברמה המשקפת מחיר שנתי ממוצע צפוי של 55-60 דולר לחבית לשנת 2015

מחיר הדס"ל - המחיר הממוצע של הדלק הסילוני צפוי להגיע בשנת 2015 ל- 99.9 דולר לחבית לפיכך, ההוצאות לדלק של חברות התעופה צפויות להסתכם בסך של 192 מיליארד דולר, המהווה 26% מסך ההוצאות של חברות התעופה יחד עם זאת, ההשפעה של ירידת מחירי הדלק תורגש בשלב מאוחר יותר וזאת בשל עסקאות עתידיות לרכישת דלק, שנעשו כשמחירי הדלק היו גבוהים יותר

תמ"ג - שיעור הצמיחה העולמי צפוי לעמוד על כ- 2% בשנת 2015, לעומת צמיחה של 2.6% בשנת 2014 לאמור, בשנת 2015 צפוי שיעור התמ"ג העולמי להיות גבוה מ- 3% לראשונה מאז שנת 2010 (בה נרשם שיעור צמיחה של 1.4%) השיפור החזוי בשיעור הצמיחה נובע מירידת מחירי הנפט

נוסעים - תנועת הנוסעים בשנת 2015 צפויה לגדול ב- 7%, שיעור גבוה מהמגמה בהיקף של 5.5% שנרשמה בשני העשורים האחרונים קיבולת המושבים צפויה לגדול בשיעור של 3.7%, כאשר שיעור התפוסה צפוי לרדת קלות ולעמוד על 6.7% (לעומת 9.7%, בשנת 2014) ירידת מחירי הדלק תגרום לכך שהצרכנים ייהנו מתעריפים זולים יותר והתעריף הממוצע לנוסע צפוי לרדת ב- 1.5% ולעמוד על 458 דולר לנוסע (לכרטיס הלוך ושוב, לא כולל תוספות ומיסים) בסה"כ צפויה תנועת הנוסעים בשנת 2015 לגדול ל- 3.5 מיליארד נוסעים וההכנסות מנוסעים צפויות להגיע ל- 623 מיליארד דולר

**פעילות בינלאומית של ענף התעופה ורווחיותו בתחום מטוסי הנוסעים והמטען
של כל חברות התעופה⁴**

שנה	תפוקה ⁶				תוצאות כספיות ⁵ (מיליארדי \$)	
	RPK ⁹ (במיליארדים)	שינוי שנתי ב-RPK	RTK ⁸ (במיליארדים)	שינוי שנתי ב-RTK	הכנסות תפעוליות ⁷ (מיליארדי \$)	רווח נקי
2014 ¹⁰	6,126	5.7%				19.9
2013	5,793	5.4%	738	4.7%	707.9	10.6

(א) התפתחויות בשוק הישראלי

תנועת הנוסעים הבינלאומית אל/מ נתב"ג במהלך שנת 2014 הסתכמה, על פי נתוני רשות שדות התעופה, בכ- 14.2 מיליון נוסעים, עליה בשיעור של כ-1% (בהשוואה לשנת 2013)

תנועת הנוסעים מישראל ואליה (אל/מ נתב"ג)¹¹

שנה	תנועת הנוסעים בנתב"ג	
	מיליוני קטעי נוסע	שינוי שנתי
2014	14.2	6.1%
2013	13.4	8.6%
2012	12.4	1%
2011	12.2	6.5%
2010	11.4	9%

⁴ כולל חברות התעופה שאינן מאוגדות ביאט"א

⁵ תוצאות כספיות בטיסות בינלאומיות ופנים ארציות, טיסות סדירות וטיסות שכר ופעילויות שאינן הטסת נוסעים
⁶ נתוני התפוקה שבטבלה מתייחסים לפעילות בינלאומית סדירה של כל חברות התעופה בטיסות בינלאומיות ופנים ארציות גם יחד

⁷ כולל הכנסות ממטוסי מטען

⁸ Revenue Ton Kilometer – המשקל בטונות של נוסעים ומטען בתשלום כפול המרחק המוטס

⁹ Revenue Passenger Kilometer – מספר הנוסעים בתשלום כפול המרחק המוטס

¹⁰ מקור הנתונים נתוני RPK ורווח נקי - הדוח השנתי של יאט"א מחודש דצמבר 2014, נתוני RTK והכנסות תפעוליות - World Air Traffic Statistics edition 58 - נתונים, הערכות, אומדנים ותחזיות של יאט"א המתייחסים לשנת 2014 הנם מקדמיים נתונים סופיים לגבי שנת 2014 צפויים להתפרסם על ידי יאט"א בחודש יוני 2015 במסגרת World Air Traffic Statistics

¹¹ מקור הנתונים רשות שדות התעופה (כולל נוסעים לא משלמים) בנוסף לתנועה לנתב"ג מגיעים לישראל דרך נמל התעופה באילת, תיירים בטיסות סדירות ושכר בהיקפים זניחים ביחס לתנועה בנתב"ג המונח "קטע-נוסע" (leg) פירושו קטע טיסה מיעד ליעד

הטבלה שלהלן משקפת את מגמות תנועת התיירות הנכנסת לישראל והתושבים היוצאים בשנים האחרונות בדרך האוויר¹²

שנה	תיירים נכנסים (בעלי דרכון זר, ללא מבקרי יום)		תושבים יוצאים	
	באלפי נוסעים	שיעור שינוי	באלפי נוסעים	שיעור שינוי
2014	2,528	-2 0%	4,732	10 7%
2013	2,580	4 0%	4,276	10 8%
2012	2,482	1 8%	3,860	0 1%
2011	2,438	5 4%	3,857	7 5%
2010	2,314	17 8%	3,588	5 6%

תחזיות והערכות החברה וכן אומדני יאט"א לגבי היקף תנועת הנוסעים מישראל ואליה וההערכות לשנת 2014 בפרמטרים השונים כפי שצוינו לעיל לרבות ביחס לתמ"ג, נוסעים, מטען, מחיר הנפט ומחיר הדלק, הינם מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך. מידע זה נסמך, בין היתר, על הערכות של יאט"א לאור מגמות השינוי הקיימות בענף התעופה והתיירות בשנים האחרונות וההתפתחויות הצפויות בו וכן לאור המצב הכלכלי, הבטחוני והגיאופוליטי בעולם ובישראל. לפיכך, השינוי בנתונים הנ"ל עשוי להיות שונה באופן מהותי מזה שנחזה כאמור, אם ההערכות של יאט"א או של החברה לא תתממשנה וזאת כתוצאה ממספר רב של גורמים, לרבות שינוי במצב הכלכלי, הבטחוני והגיאופוליטי בארץ ובעולם.

התפתחויות בשווקים של תחום הפעילות או שינויים במאפייני הלקוחות שלו

7 1 4

בשנים האחרונות חלה החרפה ניכרת בתחרות הקיימת בתחום ההובלה במטוסי נוסעים בין עשרות חברות תעופה בינלאומיות סדירות וחברות שכר

חברות התעופה מתחרות בתחומים שונים, שהעיקריים שבהם מחירים, תדירויות ומועדי טיסות, דיוק מבצעי, סוג הציוד, תצורת המטוסים ושירות לנוסע. התחרות במחירים מתבטאת בעיקר בהיצע של תעריפים מוזלים לנוסעים. התחרות מתקיימת הן ביחס לטיסות סדירות ישירות בין יעדים שונים (לרבות פעילות מרובה של חברות התעופה הזרות בישראל דרך נמל הבית שלהן ליעד שלישי – טיסות "חופש שישי") והן ביחס לטיסות שכר לאותם היעדים. כמו כן, החלו לפעול בשנים האחרונות חברות תעופה במתכונת Low Cost¹³ המציעות בדרך כלל מחירים תחרותיים. לפרטים ראו סעיף 10 1 7 (ד) להלן.

הגידול במספר חברות התעופה הזרות הפועלות בנתב"ג, במספר הטיסות הסדירות ובקיבולת המושבים של החברות הזרות, גרם להחרפה נוספת ברמת התחרות בקווים לישראל לפרטים נוספים ראו סעיפים 10 1 7 ו-9 11 7 2 להלן.

¹² נתוני הלשכה המרכזית לסטטיסטיקה

¹³ חברות "Low Cost" הינן חברות תעופה בעלות מבנה הוצאות נמוך הנובע בעיקר משיווק ישיר באמצעות האינטרנט ולא באמצעות מערכות הפצה וסוכני נסיעות, שימוש בשדות תעופה משניים, פרופיל שירות מינימאלי במהלך הטיסה ופעילות בטיסות קצרות טווח, ללא הסכמי שיתוף פעולה עם חברות אחרות וניצולת גבוהה של מטוסים

- ✓ תקן PCI - החל מחודש ינואר 2014 הוסמכה החברה לתקן PCI - Payment Card Industry - PCI-DSS (Data Security Standard) ובהתאם תוכל להמשיך לספק מול חברות האשראי באופן תקני וברמת אבטחה גבוהה הפרויקט כלל אפיון והכרת הסטנדרטים המחמירים, יצירת סביבות תשתית ופיתוח ייעודיות ונפרדות, בחינה ויישום של שינוי תהליכי עבודה במוקד וביחידות שירות ומכר והתאמה לצרכי הארגון בארץ ובנציגויות בחודש ינואר הוסמכה החברה לשנת 2015
- ✓ במהלך הרבעון הראשון לשנת 2014, נערכה החברה להפעלת טיסות UP - מערכות המחשב עודכנו לתמיכה בתהליכים שונים, משלב המכירה דרך הטיסה ועד לטיפול לאחר הטיסה לקראת תחילת הטיסות טופלו מגוון נושאים בדגש על יצירת חוויית UP ללקוח תהליך הבדיק באינטרנט ובמכשירים החכמים, התאמת הקיוסקים בשדות התעופה, הוספת יכולת למכירת מוצרים ושירותים המלווים את טיסות UP וגביית תשלומים עבורם
- ✓ מנגנון סליקה – החברה חתמה על הסכם עם חברת סליקה מרכזית, Adyen, במהלך הרבעון הראשון לשנת 2014 הסכם זה מייתר את הצורך בפיתוח ממשק מול בנקים בחו"ל לצורך סליקה במטבעות מקומיים באמצעות ממשק אחד מול מערכת הסליקה של החברה פעילות הסליקה החלה ביעדי UP בדלפקי הבדיק ובתחנות החברה בימים אלה פעילות הסליקה מורחבת למכירה באתרי האינטרנט ביעדים כאמור ובהמשך ניתן יהיה להרחיב את המכירה לכרטיסים מקומיים מסוג DEBIT הנפוצים באירופה
- ✓ בחודש מרץ 2014 התקשרה החברה בהסכם עם חברת Swiss Aviation Software Ltd להטמעה ויישום של מערכת AMOS - מערכת מידע מרכזית המרכזת את המידע, התכנון, הבקרה, התפעול והמעקב אחר פעילות תחזוקת המטוסים בארץ ובתחנות החברה בחו"ל הכנת המערכת (כולל ממשקים והסבות נתונים) צפויה להימשך עד סוף 2016 כשלאחריה תעלה המערכת לאוויר שימוש במערכת צפוי להביא לשיפור, בין היתר, של הנושאים הבאים מעקב אמינות משופר למערכות ואביזרים, שיפור בתכנון עבודות התחזוקה, שיפור בניהול הלוגיסטי ושיפור באיכות וזמינות המידע התפעולי והניהולי
- ✓ מערכת EFOS - במהלך הרבעון השני לשנת 2014, הוטמעה בחברה תוכנת מדף למעקב והצגת כשירויות תעופתיות לאוכלוסיות אנשי צוות אוויר (אצ"א) ומשגרים, על פי דרישות הדין המערכת מחליפה דוחות ישנים ומתממשקת למערכות בהצבת צוותים, שליטה ועוד המערכת תופעל על ידי הטייסים באמצעות מכשירי אייפד בימים אלה המערכת מורחבת לשימוש של החברה עבור צוות דיילי אוויר (אצד"א)
- ✓ החברה חתמה ביום 1 בספטמבר 2014 עם חברת SITA על הסכם לקבלת שירותי תקשורת קווית וניהול משאבי מחשוב בנציגויות החברה בחו"ל ההסכם האריך את ההתקשרות הקיימת עם SITA לקבלת שירותי תקשורת קווית בחו"ל והוסיף שירותי Infrastructure Management (IM) בנציגויות החברה בחו"ל ההתקשרות נועדה לאפשר לחברה להעביר את ניהול הסכמי הטלפוניה, האינטרנט ותחזוקת ציוד המחשוב בנציגויות החברה בחו"ל לידי SITA ניהול ותחזוקה כאמור על ידי SITA, יאפשר לחברה לנהל את פעילות התקשורת, המחשוב והטלפוניה בנציגויות בעזרת מערכת ניהול מרכזית ומול ספק מחשוב ותקשורת אחד בנוסף, ההתקשרות אמורה לשפר את רמת השירות לנציגויות החברה ולספק ריענון וחינוך ציוד המחשוב והתקשורת בנציגויות וכן להקטין את ההוצאה התפעולית

✓ בחודש דצמבר 2014, עלתה לאוויר מערכת GroupI שייעודה לספק הצעות מחיר לקבוצות עבור סוכני הנסיעות סוכני הנסיעות המזוהים במערכות החברה מתחברים למערכת ומבצעים חיפוש למחירים אטרקטיביים עבור קבוצות המערכת מציגה נתוני אמת בכל רגע נתון בכל הקשור לזמינות ומחירי מושבים לקבוצות אחרי תהליך החיפוש, יכול הסוכן לקבל הצעת מחיר למייל וכל זאת ללא התערבות גורם מטעם החברה פעילות המערכת תקצר משמעותית את ה-TIME TO MARKET, תשפר את חוויית הסוכן בכל הקשור לרכישת מוצרי קבוצות ותקטין את השימוש בתקשורת טלפונית ותכתובת מיילים

✓ החברה ממשיכה, באופן שוטף, בהתמודדות לאבטחת המידע מול מתקפות סייבר המתקפות מבוצעות על ידי מאות גופי האקרים מרחבי העולם על אתרי אינטרנט של גופים ישראלים בכלל ושיבוש הפעילות העסקית של החברה בפרט החברה נקטה במהלך השנה בפעולות שונות על מנת למנוע פגיעה באתר האינטרנט ובמערכות המידע של החברה, לרבות הקשחת מסנני הגישה מ/אל החברה וביצוע ניטור אינטנסיבי של התעבורה ברשת כמו כן, בוצעה היערכות לתגובה מהירה לאירועים חריגים ונבדקה מוכנותם של ספקי האינטרנט החיצוניים עוד יצויין כי החברה נוקטת בפעולות שוטפות לניטרול מתקפות סייבר בעתיד, ככל שתהיינה בשנה זו הושם דגש מיוחד על העלאת המודעות של העובדים לנושא, כולל תרגולים הדבר תורם לזיהוי ומניעת מתקפות מסוגים שונים

גורמי ההצלחה הקריטיים בתחום הפעילות והשינויים החלים בהם

7 1 6

בפעילות בתחום הובלת נוסעים ומטען באמצעות מטוסי נוסעים ניתן להצביע על מספר גורמים שיש להם השפעה על המעמד התחרותי בתחום המצב הכלכלי והבטחוני בישראל המשפיעים על תנועת הנוסעים מישראל ואליה, איכות המוצר, לרבות מועדון "הנוסע המתמיד", מיתוג החברה בעיני הלקוחות, בדגש על נושאי ביטחון, בטיחות, איכות ושירות, היכולת להציע טיסות ליעדים מבוקשים במחיר תחרותי ופיתוח של רשת נתיבים באופן עצמאי ובשיתוף פעולה עם חברות תעופה אחרות, היכולת להציע טיסות בתדירות הנדרשת ובקיבולת הנדרשת, מערך הפצה, ניהול סיכונים באמצעות יישום מדיניות גידור סיכונים הולמת

שינויים במערך הספקים וחומרי הגלם לתחום הפעילות

7 1 7

דלק - חומר הגלם העיקרי המשמש חברות תעופה הינו דלק למטוסים (דס"ל), והוא מהווה את אחד ממרכיבי ההוצאה העיקריים של חברת תעופה לפרטים בנוגע לדלק ראו סעיף 9 5 1 להלן

מטוסים - מאחר וצי מטוסי הנוסעים של החברה יוצר כולו על ידי חברת בואינג, קיימת לחברה תלות ביצרן זה בכל הנוגע לאחזקה שוטפת של מטוסיה, אספקת חלפים, תיקונים וייעוץ הנדסי

חסמי הכניסה והיציאה העיקריים של תחום הפעילות ושינויים החלים בהם

7 1 8

בעבר, אחד מחסמי הכניסה המשמעותיים בתחום הטיסות הבינלאומיות הסדירות היה קבלת ההרשאה לבצע טיסות סדירות ממדינה אחת למדינות אחרות ומינוי כ"מוביל נקוב" וכן אישור למספר טיסות וקיבולת לאור הליברליזציה הנהוגה במדיניות התעופה בשנים האחרונות, אשר התבטאה בעיקר במדיניות "השמיים הפתוחים", הרי שכיום חסם כניסה זה אינו בעל משמעות רבה

כמו כן, כל טיסה נזקקת לחלון זמנים לגבי המראה או נחיתה (slot) בשדות התעופה אליהם או מהם היא פועלת

חסם כניסה משמעותי נוסף בענף זה הוא ההשקעה הראשונית הגדולה, יחסית, הנדרשת להקמת חברת תעופה והפעלתה, לרבות רכישה או חכירת מטוסים

כמו כן, הסכמי התעופה הבינלאומיים והרגולציה ביעדים שונים, עשויים לכלול דרישות ביחס לזהות או אזרחות כתנאי לבעלות או שליטה בפועל על מוביל אווירי דרישות אלה עשויות להוות חסם כניסה למתן הרשאה לביצוע טיסות לפרטים נוספים ראו סעיף 9 11 להלן

ביחס להפעלת מטוסי נוסעים בטיסות שכר בינלאומיות, להערכת החברה אין חסמי כניסה משמעותיים וזאת לאור המדיניות הליברלית הקיימת של מתן הרשאות בתחום טיסות השכר הן ביחס לחברות שכר ישראליות והן ביחס לחברות שכר זרות

המגבלות החלות על החברה על ידי מחזיק מניית המדינה המיוחדת לעניין הקטנת צי המטוסים של החברה, מהוות חסם יציאה לפרטים ראו סעיף 9 11 9 להלן

תחליפים לשירותי תחום הפעילות ושינויים החלים בהם

7 1 9

התחליפים להובלה במטוסי נוסעים הם הובלה באמצעים אחרים (אמצעים ימיים ואמצעים יבשתיים וכן מטוסי מטען לגבי מטען בגחון מטוסי נוסעים) יצוין כי בישראל אין תחליף משמעותי להובלת נוסעים דרך האוויר להערכת החברה, השיקולים העיקריים בבחירת טיסה על פני הובלה ימית ו/או יבשתית הם מטרת הנסיעה, לוח הזמנים של הנוסע, המרחק ואופי הדרך

מבנה התחרות בתחום הפעילות ושינויים החלים בו, התפתחויות בשווקים של תחום הפעילות

7 1 10

(א) כללי – התחרות בתחום הפעילות

בתחום ההובלה במטוסי נוסעים מתקיימת תחרות חריפה בין עשרות חברות תעופה בינלאומיות סדירות, חברות שכר וחברות Low Cost חברות התעופה מתחרות בתחומים שונים, שהעיקריים שבהם הם מחירים, תדירויות ומועדי טיסות, דיוק מבצעי, סוג הציד, תצורת המטוסים, שרות לנוסע, בונוסים לנוסעים מתמידים, עמלות ותמריצים מיוחדים לסוכני נסיעות ואספקת מערכות של הזמנות והפצה ממוחשבות לסוכני נסיעות

התחרות היא לא רק עם המוביל העיקרי של המדינה הנמצאת בקצה השני של הקו ועם חברות השכר הפועלות באותו הקו, אלא גם עם חברות תעופה אחרות, כולל כאלה שאינן מפעילות טיסות לישראל (חברות off line) וזאת כתוצאה מהאפשרויות המגוונות של הנוסע להרכיב לעצמו לוח טיסות בו משתתפות מספר חברות והתחזקות של בריתות בין חברות התעופה (STAR, SKY TEAM, ONE WORLD)

כמו כן, רוב החברות הסדירות המפעילות טיסות לישראל וממנה מובילות נוסעים גם בטיסות "חופש שישי", דבר שהוביל לגידול בפעילות חברות התעופה הזרות בישראל מאחר שהטיסה מנמל הבית (אירופה) לארה"ב מבוצעת ללא קשר לטיסה מישראל לאירופה, הדבר מאפשר לחברה הזרה להזיל את המחיר הכולל עבור טיסה מישראל לארה"ב (דרך אירופה) וזאת מבלי לפגוע ברמת המחיר שבו נמכרת טיסה מאירופה לארה"ב למעשה, לעיתים, מציעות החברות הזרות את כרטיסי הטיסה מישראל ליעד הסופי (לדוגמה ארה"ב) במחיר נמוך יותר מהמחיר שהן מציעות עבור הטיסה מיעד הביניים (לדוגמה אירופה) ליעד הסופי לעומת זאת, החברה אינה נהנית כיום מאפשרות דומה להוביל נוסעים בין מדינות שונות דרך ישראל, בעיקר בשל המצב הגיאופוליטי הנוכחי

בעבר, בחלק ניכר מהסכמי התעופה בין ישראל ובין מדינות אחרות, הקיבולת המוצעת היתה צריכה להיות מבוססת על היקף התנועה בין ישראל למדינה השנייה עימה נחתם ההסכם בשנים האחרונות, עם יישום מדיניות ה"שמיים הפתוחים", במטרה לעודד ולהגביר את תנועת התיירות לישראל על ידי הגברת התחרות בין חברות התעופה, אושרו בקשות של חברות זרות להגדלת תדירויות או קיבולת, גם כאשר אלה לא התחייבו מהסכמי התעופה הבילטרליים הקיימים

פרט לכך עשויה להיות השפעה לשינויים רגולטורים מסויימים על מבנה התחרות בתחום הפעילות לפרטים ראו סעיף 11 9 להלן

(ב) מדיניות "השמיים הפתוחים"

המשך יישום מדיניות "השמיים הפתוחים"

בהמשך לדיווחי החברה בנושא, מדיניות הליברליזציה של הסכמי התעופה המיושמת במדינת ישראל החל משנת 2006, מאפשרת חלק משמעותי מהגידול בהיצע הטיסות ובקיבולת המושבים, כמפורט לעיל ולהלן

הסכם "שמיים פתוחים" עם האיחוד האירופי

בהמשך לדיווחי החברה, ביום 10 ביוני 2013 נחתם בלוקסמבורג הסכם "השמיים הפתוחים" בין מדינת ישראל והאיחוד האירופי על פי ההסכם הוסרו המגבלות על מספר המובילים מכל צד הרשאים להפעיל טיסות סדירות בין ישראל והאיחוד האירופי שנגזרו מהסכמי התעופה הבילטרליים אשר קדמו לו בנושא התדירויות, כולל ההסכם מנגנון של הגדלה מדורגת במכסת התדירויות של הטיסות הסדירות בקווים בין ישראל למדינות האיחוד שיישמו יסתיים במהלך שנת 2018 ההסכם נכנס לתוקפו והשפעתו ניכרה במיוחד החל מלוח הזמנים של אביב/קיץ בשנת 2014, עם החרפת התחרות, כניסתן של חברות תעופה חדשות והרחבת יעדים והגדלת תדירויות מצד חברות תעופה קיימות, כמתואר להלן לפרטים נוספים אודות ההסכם ראו סעיף זה בדוח התקופתי של החברה לשנת 2013

לעניין הגדלת שיעור השתתפות המדינה בהוצאות הביטחון של חברות התעופה הישראליות ראו סעיף 12 11 9 להלן

להלן תיאור השינויים העיקריים והמהותיים הנובעים ממדיניות "השמיים הפתוחים" של מדינת ישראל בשנת 2014:

רוסיה – בחודש פברואר 2014 חתמו ישראל ורוסיה על הסכם תעופה חדש המאפשר למספר בלתי מוגבל של חברות תעופה מישראל ורוסיה להפעיל טיסות בין כל נמל תעופה ברוסיה לבין נתב"ג ושדה התעופה עובדה יישום הסכם התעופה החדש הותנה בהפעלת הסדרי אבטחה הולמים בנמלי התעופה ברוסיה לטיסות של חברות תעופה ישראליות בנוסף, נחתם מזכר הבנות המאפשר לחברות התעופה מכל צד להפעיל עד 36 טיסות לשבוע של טיסות נוסעים סדירות בקו תל אביב - מוסקבה, לעומת מכסה קודמת של 21 טיסות קו סדירות לכל צד בשבוע בכל יתר הקווים בין ישראל לרוסיה וביניהם הקו תל אביב - סט פטרסבורג, חברות תעופה מישראל ורוסיה תוכלנה להפעיל שירות טיסות נוסעים סדירות ללא הגבלה של תדירויות נושא נוסף שסוכם הינו הרחבת האפשרויות להפעלת טיסות של חברות תעופה ישראליות במרחב האווירי של רוסיה השימוש במרחב הרוסי חיוני להפעלת טיסות בין ישראל למדינות במזרח הרחוק, כמו סין, דרום קוריאה ויפן

אתיופיה – בחודש יולי 2014 נחתם הסכם תעופה חדש בין ישראל ואתיופיה. ההסכם אמור לאפשר לראשונה לחברות תעופה ישראליות להפעיל טיסות סדירות בין שתי המדינות, כאשר בחודש אוגוסט 2014 סוכמו הסדרי בטחון מיוחדים בין רשויות הבטחון של ישראל ואתיופיה, אשר אמורים לאפשר את הפעלת הטיסות הישראליות. עד כה, חברת התעופה האתיופית, היא היחידה המפעילה טיסות סדירות בין ישראל לאתיופיה. על פי ההסכם, יתאפשר לאתיופיה איירליינס להפעיל 14 טיסות שבועיות בקו תל אביב – אדיס אבבה, לעומת 5 טיסות קודם לכן. במקביל יוכלו גם החברות הישראליות לבצע עד 14 טיסות שבועיות לאתיופיה.

קנדה – בחודש ינואר 2015 חתמו ישראל וקנדה על הסכם תעופה רשמי ראשון המאפשר להגדיל באופן משמעותי את תדירות הטיסה בין שתי המדינות ומאפשר לחברות תעופה נוספות להפעיל טיסות סדירות בקו. על פי ההסכם החדש יוכל כל צד למנות חברות תעופה סדירות נוספות ולהפעיל עד 12 טיסות נוסעים או מטען סדירות שבועיות. עד כה, התנהלו יחסי התעופה בין קנדה וישראל ללא הסכם תעופה, באמצעות פרוטוקול שהסדיר באופן פרטני את הפעלת הטיסות הסדירות בין המדינות ואפשר לחברה ולחברת "אייר קנדה" בלבד להפעיל טיסות סדירות לישראל.

בשנת 2014 חברות תעופה רבות הרחיבו את פעילותן בקווים לישראל באמצעות הוספת יעדים ו/או הגדלת תדירות ו/או קיבולת. החברות אשר הרחיבו את פעילותן במהלך שנת 2014 באופן משמעותי הן:

חברת טורקיש איירליינס (Turkish Airlines) המשיכה להרחיב בהדרגה את פעילותה בנתב"ג עם תדירות נוספות בקו לאיסטנבול והיא מפעילה 8 טיסות יומיות בקו זה. למרות המתיחות השוררת בין ישראל וטורקיה ועל אף שטורקיש איירליינס ביטלה חלק מטיסותיה בקו מאמצע אוגוסט ועד סוף אוקטובר, בסה"כ, הסתכם מספר טיסותיה השבועיות (ממוצע שנתי) בקווים לאיסטנבול ב- 51 (לעומת 39 טיסות שבועיות בממוצע בשנת 2013) ותנועת הנוסעים שלה גדלה ב- 20% יצוין כי טורקיש איירליינס הפכה לחברת התעופה הזרה הגדולה בישראל כאשר מרבית הנוסעים הישראלים הטיסים בחברה זו הם נוסעים בתנועת חופש שישי (ממשיכים ליעדי המשך דרך איסטנבול).

חברת לופטהנזה (Lufthansa) הוסיפה 6 טיסות בקווים לישראל, שלוש טיסות בקו מינכן – תל אביב ושלוש טיסות בקו פרנקפורט – תל אביב. בכך הגיע מספר הטיסות השבועיות שהפעילה לופטהנזה לישראל וממנה ל- 27 (17 פרנקפורט, 8 מינכן, 2 ברלין) יצוין כי החל מסוף חודש אוקטובר 2014, עם תחילת לוח הזמנים של עונת החורף 2014/15 העבירה לופטהנזה את פעילותה בקו לברלין לחברת הבת שלה, גרמן ווינגס (German Wings). המבצעת 2 טיסות שבועיות בקו זה במתכונת Low Cost. כמו כן, ביטלה לופטהנזה את טיסותיה לדיסלדורף. בסה"כ רשמה לופטהנזה גידול של כ- 5% בתנועת הנוסעים שלה.

חברת אליטליה (Alitalia) הוסיפה 3 טיסות שבועיות בקו תל אביב – רומא ובסה"כ הפעילה 26 טיסות שבועיות.

חברת בריסל איירליינס (Brussels Airlines) הגדילה את מספר טיסותיה השבועיות מ- 8 ל- 11 ותנועת הנוסעים שלה גדלה ב- 16%.

אתיופיה איירליינס (Ethiopian Airlines) הוסיפה בהדרגה טיסות שבועיות בקו אדיס אבבה – תל אביב והחל מחודש דצמבר 2014 הגדילה את מספר התדירות ל- 14, מלוא מכסת הטיסות המותרות לה על פי ההסכם החדש. בסה"כ, גדלה תנועת הנוסעים השנתית הממוצעת של החברה האתיופית בשנת 2014 בכ- 10%.

חברות התעופה הרוסיות - אירופלוט (Aeroflot) ורוסיה איירליינס (Rossiya Airlines), אשר החלה להפעיל טיסה יומית שנייה בקו תל אביב- סט פטרסבורג החל מסוף חודש אוקטובר, רשמו גידול משמעותי בתנועת הנוסעים שלהן (+36%) ו- +11%, בהתאמה הגידול בקיבולת מאפשר לאותן חברות המפעילות HUB בינלאומי בנמל הבית שלהן, להגדיל את מספר הנוסעים שלהן מטיסות בין ישראל למספר גדול של יעדים בטיסות לא ישירות, תוך ניצול רשת הנתיבים שלהן (תנועת חופש שישי) ושל שותפותיהן לבריתות התעופה הגלובליות ולהסכמי הקוד שייר

בסה"כ בשנת 2014 נרשמה עליה של כ-1% ב-6 בסך כל תנועת הנוסעים בנתב"ג, כאשר בתנועת השכר נרשמה ירידה של 8% לעומת השנה שעברה בסה"כ היוותה תנועת השכר בנתב"ג (כולל טיסות שכר ששווקו על ידי סאן דור) כ-5% 12 מסך כל התנועה, לעומת כ-14% בשנת 2013

תנועת הנוסעים בנתב"ג בשנת 2014¹⁴ התחלקה כדלקמן החברה (כולל טיסות ששווקו על ידי סאן דור) - 33%, חברות סדירות אחרות - 55%, 7% (לא כולל סאן דור) - 11%

גם בשנת 2015 צפוי המשך גידול בפעילות חברות התעופה הזרות בקווים לישראל וממנה הן על ידי הגדלת קיבולת ו/או תדירות והן על ידי הרחבת יעדים על ידי חברות תעופה קיימות, כמו גם כניסת חברות תעופה חדשות וכן עקב הפעלת טיסות סדירות ליעדים חדשים על ידי חברות התעופה הישראליות האחרות וזאת עם המשך יישום הסכם "השמיים הפתוחים" עם אירופה להלן הדוגמאות הבולטות לכך

חברת בריטיש אירווייס (British Airways) הגדילה בהדרגה את מספר טיסותיה בקו ללונדון, כאשר מסוף חודש אוקטובר 2014, עם תחילתו של לוח הזמנים לעונת החורף 2014/15, החלה להפעיל 17 טיסות שבועיות בקו זה, בחודש דצמבר החלה להפעיל 19 טיסות ועם תחילתו של לוח הזמנים של עונת הקיץ, בסוף חודש מרץ 2015, צפויה להגדיל את מספר טיסותיה השבועיות בקו ל- 20

חברת לופטהנזה (Lufthansa) צפויה להוסיף שלוש טיסות שבועיות בקו פרנקפורט - תל אביב החל מעונת הקיץ המתחילה ב-29 במרץ 2015 הטיסות החדשות מתווספות ל-17 טיסות שבועיות בקו פרנקפורט - תל אביב ולשמונה טיסות שבועיות בקו מינכן - תל אביב בסך הכל תציע החברה הגרמנית 28 טיסות בשבוע לשני נמלי התעופה

חברת אליטליה (Alitalia) צפויה להוסיף 3 טיסות נוספות בקו תל אביב - רומא החל מעונת אביב/קיץ 2015 (סה"כ 29 טיסות שבועיות) **חברת התעופה בריסל איירליינס (Brussels Airlines)** תפעיל 14 טיסות שבועיות בקו תל אביב - בריסל, במקום 11 טיסות שבועיות, זאת החל מחודש אפריל 2015

חברת איבריה (Iberia) תשלב החל מחודש אפריל 2015, מטוסים רחבי גוף בטיסותיה מתל אביב למדריד המטוסים החדשים יופעלו תחילה בשתי טיסות מתוך שלוש עשרה הטיסות השבועיות בין תל אביב למדריד הפעלת המטוסים רחבי הגוף בקו זה ותוספת טיסות לקיץ מהווה עליה של 32% בהיצע המושבים של איבריה לעונת הקיץ 2015, בהשוואה לתקופה המקבילה אשתקד

¹⁴ המידע לגבי פעילות חברות תעופה זרות מבוסס על נתוני רשיית

חברת התעופה הספרדית אייר אירופה (Air Europa) צפויה להפעיל החל מחודש מרץ 2015 שלוש טיסות שבועיות סדירות בקו תל אביב - מדריד. חברת אייר אירופה מבצעת זה מספר שנים טיסות שכר בין תל אביב לברצלונה ובתקופת הקיץ גם טיסות לפלמה דה מיורקה ומדי פעם טיסות שכר, בהתאם לביקוש, למדריד.

החברה בוחנת מעת לעת, אפשרות להגדלת תדירויות טיסה ו/או קיבולת ליעדים קיימים ואפשרות לקיים טיסות ליעדים חדשים, בהתאם לדרישות השוק, לרבות באמצעות הסכמי "קוד משותף" והסכמים אחרים עם חברות תעופה אחרות.

הערכת החברה בדבר הגידול בתחרות בשנת 2015 והשפעותיה האפשריות על החברה הינו מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך המבוסס על השפעות מדיניות "השמים הפתוחים" ובכלל זה הגידול במספר חברות התעופה הזרות שיפעלו בנתב"ג והגידול בנפח הפעילות של החברות הזרות הפועלות כיום. מידת החרפת התחרות בפועל וההשפעות על החברה מושפעות, בין השאר משינויים כלכליים, בטחוניים וגיאוגרפיים ומגמות בענף תעופה.

(ג) חברות שכר

בסה"כ בשנת 2014 חלה ירידה של כ- 5% בתנועת השכר מישראל ואליה לעומת שנת 2013. חלקן של חברות השכר (הישראליות והזרות) מתוך סך תנועת הנוסעים בנתב"ג עמד בשנת 2014 על כ- 5% 12, לעומת כ- 14% בשנת 2013, כמפורט בטבלה שלהלן:

שנה	חלקן של חברות שכר מתוך סך תנועת הנוסעים בנתב"ג
2014	12 5%
2013	14%
2012	14%
2011	15%
2010	15%

(ד) חברות Low Cost

חברות Low Cost הינן חברות השומרות על מבנה עלויות נמוך, בין היתר על ידי מתן רמת שירות בסיסית ושימוש בנמלי תעופה חלופיים מבוקשים פחות ובהתאם, מציעות בדרך כלל מחירים תחרותיים מאד. חברות אלה הצליחו לגדול מאד בארה"ב, בקנדה ובאירופה ולאחרונה גם באסיה.

בשנת 2014, עם תחילת יישום הסכם "השמיים הפתוחים", הגדילו חברות ה-Low Cost באופן משמעותי את פעילותן בקווים לישראל, הן באמצעות פתיחת קווים חדשים והן באמצעות הגדלת תדירויות ו/או קיבולת. להלן הדוגמאות הבולטות:

חברת איזיג'ט (EasyJet), המשיכה להרחיב את פעילותה בישראל והחלה לטוס במהלך השנה גם מברלין, מילאנו ושדה התעופה גטוויק שבלונדון. בסה"כ הפעילה איזיג'ט 34 טיסות שבועיות מ-8 יעדים שונים לישראל (לוטון (11 טיסות), לונדון גטוויק (3), מנצ'סטר (2), באזל (4), גינבה (5), רומא (2), מילאנו (3) וברלין (4) טיסות במקום 3 החל מחודש יוני 2014) בסה"כ גדלה תנועת הנוסעים של איזיג'ט ב- 53%.

איזיג'ט צפויה אף לפתוח קו חדש בין תל אביב ופריז עם תחילת עונת אביב/קיץ 2015 ולהפעיל 3 טיסות שבועיות בקו זה

החברה ההונגרית וויזאייר (Wizzair) הפעילה במהלך השנה טיסות לישראל מ- 8 יעדים שונים (בודפשט, בוקרשט, קטוביץ', וורשה, פראג, וילנה, סופיה וקלוז' נאפוקה (רומניה)) והגדילה את תנועת הנוסעים שלה באופן משמעותי (+133%), וזאת על אף צמצום התדירויות בעקבות מבצע "צוק איתן" בקווים לבודפשט ובוקרשט וביטול מוחלט של הטיסות לקטוביץ', וורשה ופראג מחודש ספטמבר 2014 יצוין כי בחודש דצמבר 2014 החלה וויזאייר להפעיל מחדש טיסות בקו לוורשה והחל מחודש ינואר 2015 חידשה גם את טיסותיה בקו תל אביב - קטוביץ'

חברת אייר ברלין (Air Berlin) הוסיפה 5 טיסות בקווי ישראל-גרמניה 2 תדירויות נוספות בקו תל אביב - ברלין (7 סה"כ), 2 תדירויות נוספות בקו תל אביב - דיסלדורף (4 סה"כ) ובקו תל אביב - מינכן תדירות אחת נוספת (3 סה"כ) טיסותיה של אייר ברלין לקלן בוטלו תנועת הנוסעים של אייר ברלין גדלה ב- 8%

חברת פגסוס (Pegasus) הטרקית הרחיבה את פעילותה והחל מחודש אפריל 2014 הפעילה 3 טיסות יומיות בקו תל אביב - איסטנבול חרף צמצום התדירויות שלה לאחר מבצע "צוק איתן" הגדילה את תנועת הנוסעים שלה ב- 44% כמו כן, הודיעה כי החל מאפריל 2015 תפעיל 4 טיסות שבועיות בקו תל אביב - אנטליה

חברת ג'טאייר פליי (Jetair fly) הבלגית החלה להפעיל בחודש אפריל 3 טיסות שבועיות בקו לבריסל במקום 2 טיסות שבועיות שהפעילה קודם לכן בקו תל אביב - ליאז' ותנועת הנוסעים שלה גדלה ב- 25% בהשוואה לשנת 2013

חברת נורווגיאן אייר שאטל (Norwegian Air Shuttle) הוסיפה בלוח הזמנים של עונת הקיץ טיסה שלישית בקו תל אביב - שטוקהולם וכן החלה להפעיל 3 טיסות שבועיות בקו תל אביב - קופנהגן עם תחילתו של לוח הזמנים של עונת החורף 2014/15 הפעילה 2 טיסות שבועיות לכל אחד מהיעדים בסה"כ הגדילה נורווגיאן אייר שאטל את תנועת הנוסעים שלה בכ- 98%

חברת טראנסאווייה (Transavia) הנמצאת בבעלות קבוצת אייר פראנס-KLM החלה להפעיל בחודש מאי 2014 3 טיסות שבועיות בקו תל אביב - פריז והחל מחודש אוקטובר החלה להפעיל טיסה שבועית אחת גם בקו לליון כמו כן, צפויה טראנסאווייה, החל מחודש אפריל 2015, להרחיב את פעילותה בקווים לישראל על ידי הוספת 2 טיסות שבועיות בקו לפריז (5 בסה"כ), טיסה נוספת בקו לליון (2 בסה"כ) וכן 3 טיסות שבועיות סדירות בקו לאמסטרדם

חברת התעופה גרמניה איירליינס (Germania Airlines) צפויה להתחיל לפעול כחברת תעופה סדירה בישראל ולהפעיל טיסות ישירות, להמבורג ובאדן באדן מתחילת חודש מרץ 2015

בסה"כ הגדילו חברות ה-Low Cost הזרות את תנועת הנוסעים שלהן בקווים לישראל וממנה בשנת 2014 ב- 39% והובילו כ- 12% מתנועת הנוסעים בנתב"ג

מותג התעופה החדש של החברה - "UP"

כמענה לתחרות הגוברת מצד חברות ה-Low Cost השיקה החברה מותג תעופה חדש "UP" במסגרתו הופעלו טיסות מוזלות במתכונת Low Cost לחמישה יעדים באירופה - ברלין, בודפשט, קייב, פראג ולרנקה הטיסות המוזלות הופעלו החל מלוח הזמנים של עונת הקיץ

2014 החברה בוחנת את תוצאות הפעילות ביעדים אלו לאור אירועי "צוק איתן" והמלחמה באוקראינה וגם בשנת 2015 מפעילה את טיסות "UP" לאותם יעדים

ביחס למבנה העלויות של מותג התעופה "UP" - המותג החדש מציע לנוסעים שני סוגי כרטיסים: UP BASIC - כרטיס בסיסי שעליו ניתן לשלם תוספת בגין שירותים כמו כבודה, הושבה וכיבוד לפי בחירת הלקוח, כששינויים בכרטיס הטיסה יהיו כרוכים בעלות ובעת ביטול הכרטיס לא יינתן החזר כספי. כרטיס UP SMART - הכולל מגוון שירותים כמו שליחת כבודה, הושבה במחלקת תיירים פלוס, מושב מועדף, אירוח בטרקלין המלך דוד בנתב"ג, צ'ק אין בשדה התעופה וכן גמישות בתנאי הכרטיס. חברי מועדון "הנוסע המתמיד" יכולים לצבור נקודות גם בטיסות UP, בכמות מופחתת לעומת טיסות רגילות.

עוד יצוין בהקשר זה כי בחודש ינואר 2014 פרסמה רש"ת את הקריטריונים לפיהם חברות התעופה רשאיות לפעול מטרמינל 1 ולשלם אגרות מוזלות, הכוללים, בין השאר, התחייבות להפעיל טיסות סדירות ליעדים קבועים על פי לוח זמנים קבוע, ויתור על זכויות המראה ונחיתה בטרמינל 3, עמידה בשעות הפעילות של טרמינל 1, התחייבות להפעיל מטוסים צרי גוף בלבד, התחייבות למכירת כרטיסי טיסה, כפוף להוראות כל דין כולל אפשרות לרכישת כרטיסי טיסה באינטרנט, כאשר ככל שמועד הטיסה מתקרב מחיר הכרטיס עולה וכן תתחייבנה החברות למכור כרטיסי טיסה על בסיס מושב בלבד ולא תאפשרנה לנוסעים בחירת מושב או זכות למזון ללא תשלום או הטסת כבודת בטן מטוס ללא תשלום. כמו כן, סבב המטוס המתוכנן יהיה קצר ולא יעלה על שעה וחצי והשירותים שיינתנו לחברה יהיו מוגבלים בהשוואה לטרמינל 3 ויכללו העמדת המטוס שלא בצמוד לגשר, הסעת נוסעים באוטובוס מטרמינל 1 לטרמינל 3 ומטרמינל 3 למטוס. בנוסף, חברת תעופה המפעילה טיסות מטרמינל 1 תמכור כרטיסי טיסה ליעד קבוע ללא אפשרות לרכוש על אותו כרטיס טיסות המשך.

החברה פנתה לרש"ת בבקשה לקבל אישורים להפעלת טיסות "UP" מטרמינל 1, אולם מאחר ושעות הפעילות של טרמינל 1 היו מצומצמות יותר ושעת הפתיחה המאוחרת של טרמינל 1 לא נתנו מענה להמראות הבוקר של טיסות "UP", הפעילה החברה במהלך שנת 2014 את טיסות המותג "UP" מטרמינל 3.

בחודש ינואר 2015 הודיעה רש"ת על מספר שינויים בקריטריונים האמורים לעיל, בין היתר לגבי הרחבת שעות הפעילות ובדבר ההשלכות בגין אי עמידה בביצוע הפעילות המתוכנן לגבי הטיסות המבוקשות בעקבות כך, פנתה החברה לרש"ת בבקשה להפעלת טיסות "UP" מטרמינל 1 ולאור היענות רש"ת לבקשת החברה, נערכת החברה לביצוע הטיסות מטרמינל 1 החל מסוף חודש מרץ 2015.

הערכת החברה הינה כי צפוי גידול בשיעור תנועת ה-Low Cost לישראל וממנה וכי שיעור הנוסעים בחברות אלה מסה"כ תנועת הנוסעים בנתב"ג צפוי לגדול גם בשנת 2015 לגידול זה, כמו גם לכניסתן של חברות תעופה נוספות לפעילות בשוק הישראלי ו/או הגברת תדירות וקיבולת על ידי חברות תעופה קיימות, כמתואר לעיל, עלולה להיות השפעה שלילית על התוצאות העסקיות של החברה.

הערכת החברה בדבר השפעת הגידול בפעילות חברות התעופה הזרות, לרבות חברות ה-Low Cost על התוצאות העסקיות של החברה מהווה מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך, המבוסס על הערכות כי תימשך מגמת הגידול בישראל. מידת הגידול בפעילות זו וההשלכות הצפויות על פעילות החברה עשויות להיות שונות מהערכת החברה, בין היתר, לאור גורמים אשר לא כולם בשליטת החברה, כגון: המצב הגיאוגרפי בישראל, שינויים רגולטוריים הנדרשים להפעלת טיסות, המשך יישום מדיניות שמיים פתוחים וכן מתוצאות פעילות UP ופעולות החברה כמענה לתחרות.

כמפורט בדוח התקופתי של החברה לשנת 2013, ביטלה החברה את טיסותיה לאילת בחודש נובמבר 2013. החברה לא חידשה את טיסותיה בקו לאילת.

השירותים בתחום הפעילות

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(א) כללי

השירותים העיקריים שהחברה מספקת בתחום פעילות זה הינם הטסת נוסעים ומטען ליעדים שונים באמצעות מטוסי נוסעים נכון למועד הסמוך לאישור הדוח, החברה מפעילה טיסות במטוסי נוסעים לכ-33 יעדים, בכ-25 מדינות באירופה, צפון אמריקה, המזרח הרחוק ומרכז אסיה ויעדים אחרים. בשנת 2014 הפעילה החברה כ-257 טיסות שבועיות בממוצע לכל כיוון בנוסף לטיסות אותן מפעילה החברה, משווקת החברה טיסות במסגרת הסכמים עם חברות תעופה אחרות (Interline Agreements) המאפשרים לנוסעים בטיסות סדירות, בכפוף למגבלות מסוימות, להשתמש בכרטיסי טיסה, שהוצאו על ידי חברת תעופה אחת, בטיסות של חברת תעופה אחרת. החברה שבטיסותיה משתמש הנוסע מגישה את החשבון לתשלום לחברה שהוציאה את כרטיס הטיסה. ההתחשבות בין חברות התעופה נעשית על בסיס חודשי, בדרך כלל, באמצעות המסלקה (Clearing House) של יאט"א.

כמו כן, מפעילות חברות התעופה הסדירות טיסות במסגרת "קוד משותף" (Code Share) השימוש בקוד המשותף מאפשר למוביל אווירי לשווק טיסות של מוביל אווירי אחר כאילו היו טיסות שלו, כך שנוסע מזמין טיסה באמצעות מוביל אחד, למרות שבפועל הוא טס עם מוביל אחר. הקוד המשותף מעניק למובילים המשתתפים אפשרות להגדיל את תדירות הטיסות המוצעות ללקוחותיהם, נגישות ליעדים נוספים וכן יתרונות שיווקיים, לרבות הגברת האטרקטיביות של הצטרפות למועדון "הנוסע המתמיד" של החברה. גם החברה פועלת בשנים האחרונות בתחום זה. לפרטים בדבר הסכמי ה"קוד המשותף" של החברה ראו סעיף 7.4 להלן.

החברה מפעילה במטוסי הנוסעים בטיסות הסדירות עד חמש מחלקות שירות הנבדלות זו מזו בסוג המושב, המרווח בין המושבים, תפריט המזון והשתייה, אופן ההגשה, היצע מוצרי נוחות ופנאי ומספר הדיילים ביחס למספר הנוסעים. המחלקות הן מחלקה ראשונה, מחלקת עסקים משופרת - פלאטינום, מחלקת עסקים, מחלקת תיירים פלוס ומחלקת תיירים. במסגרת טיסות שכר מופעל פרופיל שירות המתאים לפעילות השכר. לא בכל הטיסות פועלות כל המחלקות. בטיסות הסדירות יש מערך תוכניות שמע, סרטים, מגזין משודר ומגזין מודפס וניתן שירות מכירה של מוצרים פטורים ממכס.

כאמור לעיל, החל מלוח הזמנים של עונת הקיץ 2014, החלה החברה להפעיל גם טיסות מוזלות במתכונת Low Cost תחת מותג תעופה חדש "UP". בטיסות אלו מופעלות שתי מחלקות שירות: מחלקת תיירים ומחלקת תיירים פלוס. לפרטים נוספים ראו סעיף 7.10 לעיל.

בנוסף לטיסות הסדירות עוסקת החברה, באמצעות סאן דור, בשיווק טיסות שכר על ידי החכרת קיבולת מטוסיים למארגני טיסות שכר במחירים מוסכמים מראש, מכירת חבילות מושבים לסוכנים ומכירה לקהל הרחב.

טיסות החברה נתמכות במערך שירות קרקעי המנהל את תהליכי עליית הנוסעים וכבודתם, ירידתם בנמל היעד ופריקת הכבודה וכן טיפול במטען. השירות הקרקעי מתקיים בנתב"ג ובכל

אחד מהיעדים בהם נוחתים מטוסי החברה במקביל, מפעילה החברה, בהנחיית גורמי הבטחון הממשלתיים, מערך אבטחה קרקעי בכל שדות התעופה בחו"ל בהם נוחתים מטוסי חברות תעופה ישראליות ומערך אבטחה אווירי, הפועל במהלך טיסות הנוסעים של חברות תעופה ישראליות (מערך האבטחה הקרקעי בנתב"ג מופעל על ידי רשות שדות התעופה)

(ב) נתונים בנוגע לקבוצות היעדים של החברה

להלן נתונים בדבר נתח השוק של החברה, בפילוח לקבוצות יעדים מרכזיות, מתוך סך כל תנועת הנוסעים אל או מנתב"ג ליעדים אלה

הערכת החברה בדבר נתח השוק של החברה (באחוזים) ¹⁵			סה"כ תנועת הנוסעים בנתב"ג בפילוח ליעדים לפי טיסות ישירות ¹⁶ (באלפי קטעי נוסע)				אל/מ נתב"ג
2012	2013	2014	2012	2013	2014	שינוי ב % ב- 2014	
36.7	37.0	36.5	1,595	1,623	1,599	-1.5	צפון אמריקה
37.3	37.1	38.1	8,525	8,980	9,543	6.3	אירופה
57.4	57.4	57.7	469	492	497	1.0	המזרח הרחוק ומרכז אסיה ¹⁷
8.0	7.9	9.9	1,775	2,325	2,594	11.6	אחרים ¹⁸
33.6	32.5	33.3	12,364	13,420	14,234	6.1	סה"כ

(ג) הנתונים לצפון אמריקה (לארה"ב ולקנדה)

בשנת 2014 הפעילה החברה בשיא עונת הקיץ כ-30 טיסות בשבוע לצפון אמריקה ובעונת החורף כ-23 טיסות בשבוע (בעיקר לניו יורק)

בנתונים הישירים לצפון אמריקה קיימת תחרות בין חברות התעופה יונייטד, דלתא, אייר קנדה, ויו אס אירווייס

כמו כן, נמשכת פעילות אינטנסיבית של חברות תעופה אירופאיות הלוקחות תנועה בנתונים לארה"ב וקנדה דרך נמל הבית שלהן (חופש שישי) בסך הכל בשנת 2014 נרשמה ירידה של כ-2% בהיקף תנועת הנוסעים בקווים הישירים לצפון אמריקה לעומת שנת 2013

תנועת הנוסעים של החברה בטיסותיה הישירות לצפון אמריקה (ארה"ב וקנדה) נותרה ללא שינוי לעומת שנת 2013

¹⁵ נתונים אלה מפולחים לפי יעד הטיסה הסופי של הנוסע (כולל יעד סופי בטיסות חופש שישי) הערכת החברה בדבר היעד הסופי של הנוסע מתבססת על נתונים ממערכות הפצה גלובליות החברה אינה יכולה להעריך את מידת דיוק הנתונים המתקבלים ממערכות ההפצה, אשר כוללים נוסעים משלמים בלבד יצויין, כי רשות התעופה האזרחית מפרסמת נתונים הכוללים נוסעים לא משלמים ומפולחים לפי חברות התעופה שביצעו את הטיסות (ולא לפי יעדים) כך, במקרים של טיסה בחופש שישי של חברה אירופאית בין ישראל לארה"ב דרך נמל תעופה באירופה – הטיסה תשוויד למדינת האם של חברת התעופה האירופאית על פי עיבוד של החברה את נתוני רשות התעופה האזרחית ופילוח הטיסות למדינות האם של חברות התעופה, תוך התעלמות מטיסות בחופש שישי, נתחי השוק של החברה היו בנתיב צפון אמריקה 47.3% בשנת 2014 לעומת 46.5% בשנת 2013, בנתיבי אירופה 34.1% בשנת 2014 לעומת 33.1% בשנת 2013, בנתיבי המזרח הרחוק ומרכז אסיה 3.0% בשנת 2014 לעומת 2.7% בשנת 2013, ביעדים האחרים 10.6% בשנת 2014 לעומת 8.7% בשנת 2013

¹⁶ נתוני רשות התעופה האזרחית מתייחסים לחברות התעופה המבצעות את הטיסות ולא ליעדי הטיסות, לכן, נתונים אלה מהווים הערכת החברה המתבססת על ניתוח נתוני רשות התעופה האזרחית נתונים אלה מפולחים לפי יעד הטיסה הישיר ואינם מבחינים ביעד האמיתי של הנוסע כשמדובר בטיסות בחופש שישי של חברות זרות

¹⁷ החברה אינה יכולה להעריך את מידת דיוק הערכה לגבי נתח השוק הכולל טיסות בחופש שישי בשוק המזרח הרחוק ומרכז אסיה, אפריקה ויעדים אזוריים (כמו טורקיה, יוון וקפריסין), וזאת לאור חוסר דיוק במידע המצוי בידי החברה בנוגע למספר הנוסעים בחברות אחרות בשווקים אלה

¹⁸ אחרים נוסעים ליעדים אזוריים (קפריסין, מצרים, יוון, רדן, מלטה וטורקיה) ולאפריקה

בהקשר זה יצוין כי במהלך מבצע "צוק איתן" הודיעה רשות התעופה האמריקאית (FAA) על השעיית הטיסות של חברות התעופה האמריקאיות לישראל וממנה למשך 24 שעות ולאחר מכן הוארכה הנחייה זו ל- 24 שעות נוספות (לפרטים ראו סעיף 6.1 לעיל) בתקופת המבצע, בחודשים יולי-אוגוסט, נרשמו ביטולי טיסה רבים בעיקר בקרב תיירים ובקרב הישראלים נרשמה האטה בביקושים השפעות "צוק איתן" הורגשו לאורך כל המחצית השניה של 2014 וגרמו לירידה בתנועת הנוסעים ברשת נתיבים זו

בנתיב צפון אמריקה יש לכל אחת מהחברות (הישראליות והאמריקאיות) חופש פעולה מלא לגבי תעריפי הטיסה, מספר התדירויות, סוגי המטוסים, תצורת המטוסים וכיו"ב לחברה זכויות להובלת נוסעים, מטען ודואר אל/מ ניו יורק ויעדים נוספים בארה"ב, חלקן במסגרת הסכם "קוד משותף" עם חברת התעופה ג'ט בלו (Jet Blue) שנכנס לתוקף בחודש נובמבר 2014 ומאפשר לחברה להציע לנוסעיה עשרות יעדים מרכזיים בצפון אמריקה, תוך הישענות על רשת היעדים הישירים של החברה עד אז היה לחברה הסכם "קוד משותף" עם חברת אמריקן איירליינס (American Airlines) הסכם זה שונה בעקבות מיזוגה של אמריקן איירליינס עם חברת יו אס איירווייס (U.S Airways) והוא חל כעת רק על טיסות דרך יעדים משותפים באירופה (יעדים אליהם טסה גם החברה וגם אמריקן איירליינס) לפרטים נוספים בנוגע להסכמי ה"קוד המשותף" של החברה עם ג'ט בלו ואמריקן איירליינס ראו סעיף 7.4 להלן

בחודש יוני 2015 תשיק החברה קו חדש לבוסטון, אשר יהא היעד הישיר השלישי של החברה בארה"ב (אחרי ניו יורק ולוס אנג'לס) לפרטים ראו סעיף 7.4 להלן

(ד) הנתיבים לאירופה

נכון למועד הדוח, לחברה טיסות סדירות ל- 23 יעדים באירופה, שהמרכזיים בהם הינם לונדון, פריז, מוסקבה, פרנקפורט, רומא, מילאנו, מדריד וציריך. בנתיבים שבין ישראל ואירופה מתחרה החברה בדרך כלל עם המובילים של מדינת היעד וכן עם חברות סדירות אחרות הלוקחות תנועת חופש שישי דרך נמל הבית שלהן למדינות אחרות, עם חברות שכר זרות וישראליות המפעילות טיסות שכר ליעדים שונים באירופה ועם חברות המפעילות טיסות סדירות במתכונת של Low Cost בשנת 2014 המשיכה מגמת הליברליזציה של ענף התעופה בישראל, עם המשך יישומו של הסכם ה"שמיים הפתוחים" עם אירופה וחתימתם של הסכמי תעופה נוספים כמתואר בסעיף 7.10 לעיל ומתן האישורים מצד הרשויות הישראליות להגדלת קיבולת ותדירויות לחברות התעופה הזרות

שנה זו התאפיינה בשני אירועים מרכזיים ובעלי השפעה הפוכה – מחד, יישום הפעימה הראשונה של הסכם "השמיים הפתוחים" עם האיחוד האירופי, אשר גרם להחרפת התחרות בקווים לאירופה עם גידול משמעותי בפעילות חברות התעופה האירופאיות ובאופן מיוחד גידול בפעילות חברות ה-Low Cost כמתואר בסעיף 7.10 לעיל ומנגד, מבצע "צוק איתן" אשר בעקבותיו נרשמו ביטולי טיסות רבים בקרב התיירים והאטה בביקושים מצד הישראלים

בשנת 2014 נרשמה עליה של כ-6% בסך כל תנועת הנוסעים לאירופה, כאשר החברות הסדירות הזרות הגדילו את תנועת הנוסעים שלהן בכ-7% וחברות השכר הפועלות בקווים אלו רשמו ירידה בשיעור של כ-12% החברה הגדילה את תנועת הנוסעים שלה בקווים אלו בכ-10%

את הגידול בתנועת הנוסעים הובילו מדינות מרכז ומזרח אירופה רומניה (+38%), בולגריה (+28%), הונגריה (+21%), פולין (+15%), צ'כיה (+11%) וליטא במדינות אלו חל גידול ניכר בפעילות חברת ה-Low Cost וויזאיר (Wizzair) גם בקווי מערב אירופה, העלויות המשמעותיות ביותר בתנועת הנוסעים נרשמו בקווים בהם חל גידול בפעילות חברות ה-Low Cost גרמניה (+12%) שם חל גידול ניכר בפעילות חברות ה-Low Cost איזיג'ט (EasyJet), אייר ברלין (Air Berlin) וגירמן ווינגס (German Wings) בקווים לאיטליה (+7%), שם חל גידול בפעילות אליטליה (Alitalia) ובפעילות חברת ה-Low Cost איזיג'ט (Easy Jet), בקווים לבלגיה (+11%), שם חל גידול בפעילות ג'טאייר פליי (Jetair Fly) ובפעילות החברה הבלגית בריסל איירליינס (Brussels Airlines) וכן בדנמרק (+41%) שם החלה חברת נורווגיאן אייר שאטל (Norwegian Air Shuttle) לפעול

עליה (+7%) חלה גם בתנועת הנוסעים בקווים לרוסיה, וזאת על רקע גידול ניכר בפעילות חברת אירופלוט (Aeroflot) וחברת רוסיה איירליינס (Rossiya)

לאור ירידה משמעותית במספר הנוסעים לסנט פטרסבורג ולאחר בדיקה יסודית של ההיבטים התפעוליים, החליטה החברה כי אין הצדקה מסחרית להמשך הפעלת הקו לפיכך הודיעה החברה על הפסקת טיסותיה בקו זה החל מיום 18 בינואר 2015

לפרטים נוספים בנוגע לגידול בפעילות החברות הזרות בישראל ראו סעיף 10 7 1 לעיל

יצוין כי, גם החברה הגדילה את תנועת הנוסעים שלה ביעדי UP אשר ברשת נתיבים זו בודפשט, פראג, ברלין וקייב, כמתואר בסעיף 10 7 1 (ד) לעיל הסכמי התעופה שנחתמו בשנים האחרונות והמשך יישום הסכם ה"שמיים הפתוחים" בין ישראל ומדינות האיחוד האירופי שנחתם בחודש יוני 2013, צפויים להוביל להחרפה נוספת בשנת 2015 ברמת התחרות בקווים אלו

הערכת החברה בדבר הגדלת קיבולת ותדירויות בקרב חברות תעופה אחרות והחרפת התחרות הינו מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך. מידע זה נסמך, בין היתר, על הערכות של החברה לאור היקפי הפעילות הנוכחיים של החברה ומידת התחרות בשווקים העשויים שלא להתממש, כולן או חלקן, או להתממש באופן שונה מהותית. המצב בפועל עשוי להיות שונה מכפי שנחזה כאמור, בין השאר עקב מידת פתיחת השוק לתחרות נוספת, שינויים רגולטוריים, אופן התמודדות החברה עם התחרות וגורמי הסיכון המתוארים בסעיף 9.18 להלן וכן שינויים כלכליים, בטחוניים וגיאופוליטיים.

(ה) הנתונים למזרח הרחוק ומרכז אסיה

מלבד החברה, הפועלת בקווים להודו (מומביי), תאילנד (בנגקוק), סין (בייג'ינג) והונג קונג וחברת קוריאן אייר הפועלת בקו לדרום קוריאה (סיאול), מפעילות חברות סדירות הפועלות בישראל טיסות ליעדים אלה במסגרת תנועת חופש שישי

יצוין כי במהלך מבצע "צוק איתן", השעתה חברת קוריאן אייר לחלוטין את טיסותיה בקו לתל אביב וחדשה אותו במהלך חודש ספטמבר 2014, מה שגרם לירידה של כ-19% בתנועת הנוסעים שלה

בסה"כ, בשנת 2014, מספר הנוסעים בטיסות הישירות ליעדים אלו נותר ללא שינוי מהותי (+1%) ותנועת הנוסעים של החברה גדלה בכ- 4%

(ו) נתיבים אחרים

הנתיבים האחרים אשר הפעילה החברה בשנת 2014 הם יוון, דרום אפריקה וקפריסין (לרנקה) בנוסף, מפעילה החברה מעת לעת טיסות שכר חד פעמיות או סדרות קצרות של טיסות שכר ליעדים שונים

בנתיבים האזוריים, חל גידול של כ- 13% בסך כל התנועה לטורקיה, זאת על אף המתרחבות המדינות שהתגברה בעקבות מבצע "צוק איתן" ועל רקע גידול ניכר בפעילות החברות הטורקיות - טורקיש איירליינס (Turkish Airlines) ופגסוס (Pegasus) - אשר הגדילו את תנועת הנוסעים שלהן ב- 20% ו- 44% בהתאמה כמפורט בסעיף 7.1.10 לעיל הגידול בתנועה לטורקיה נובע בעיקר מגידול בתנועת חופש שיש, כלומר נוסעים הטסים דרך איסטנבול וממשיכים משם ליעדי המשך לעומת זאת, בתנועה ליעדי הנופש בטורקיה חלה ירידה בשיעור של כ- 12% לעומת השנה הקודמת יובהר כי לאור מגבלות בטחון שהוטלו על חברות התעופה הישראליות, לא הופעלו בשש השנים האחרונות טיסות של חברות תעופה ישראליות בקווים לטורקיה

בהקשר זה, יצוין כי בחודש דצמבר 2013 חתמו רשויות התעופה של ישראל וטורקיה על הסכם אשר אמור היה לאפשר את חידוש הטיסות של חברות תעופה ישראליות לטורקיה בעקבות מגבלות שקבעו הטורקים בהסכם, לא צלחו הניסיונות להקים מערך אבטחת תעופה ישראלי בטורקיה, כך שלא מתאפשר חידוש טיסות חברות תעופה ישראליות לטורקיה ונמשך חוסר השוויון בין הצדדים, על רקע הגברת הפעילות של חברות התעופה הטורקיות, כפי שפורט לעיל גידול דומה בשיעור של כ- 12% נרשם בקווים ליוון ואיי יוון אשר מהווים תחליף ליעדי הנופש בטורקיה גידול ניכר (+29%) נרשם גם בתנועה לקפריסין וזאת בעיקר בשל גידול ניכר בפעילות החברה בקו ללרנקה תחת המותג UP עוד יצוין, כי בחודש ינואר 2015 החברה הקפריסאית סייפרוס איירווייס (Cyprus Airways) הכריזה על פשיטת רגל חברת איגיאן היוונית (Aegean Airlines) החליפה את חברת סייפרוס איירווייס והחלה לבצע בחודש פברואר 2015 3 טיסות שבועיות בקו בין לרנקה ותל אביב והחל מה- 29 במרץ 2015 עם תחילת עונת אביב/קיץ 2015, צפויה להפעיל 7 טיסות שבועיות (טיסה יומית) בקו זה

בשנת 2014 סך כל תנועת הנוסעים בקווים האזוריים ובקווים לאפריקה גדל בכ- 12% ומספר הנוסעים של החברה בנתיבים אלה גדל בכ- 36% לעומת שנת 2013

פילוח הכנסות ורווחיות שירותים

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בשנת 2014 חל קיטון של כ- 5% בהכנסות החברה מתחום הפעילות לעומת ההכנסות בשנת 2013, כאשר שיעור הגידול בתנועת הנוסעים בנתב"ג במהלך שנת 2014 עמד על כ- 1% לעומת שנת 2013

לפרטים בדבר נתונים אודות התפלגות הכנסות החברה ורווחיות (במאוחד) לפי מגזרי הפעילות המדווחים של החברה בתחום מטוסי הנוסעים ראו סעיף 4 לדוח הדירקטוריון

UP - טיסות מותג התעופה החדש UP החלו לפעול ביום 30 במרץ 2014, הטיסות המוזולות במתכונת Low Cost מופעלות לחמישה יעדים באירופה – ברלין, בודפשט, קייב, פראג ולרנקה באמצעות מטוסי בואינג 737-800, בשתי מחלקות שירות מחלקת תיירים (144 מקומות) ומחלקת תיירים פלוס (36 מושבים) המותג החדש מציע לנוסעים שני סוגי כרטיסים **כרטיס UP BASIC** – כרטיס בסיסי שעליו ניתן לשלם תוספת בגין שירותים כמו כבודה, הושבה וכיבוד לפי בחירת הלקוח, כששינויים בכרטיס הטיסה יהיו כרוכים בעלות ובעת ביטול הכרטיס לא יינתן החזר כספי **כרטיס UP SMART** – הכולל מגוון שירותים כמו שליחת כבודה, הושבה במחלקת תיירים פלוס, מושב מועדף, אירוח בטרקלין המלך דוד בנתב"ג, צ'ק אין בשדה התעופה וכן גמישות בתנאי הכרטיס חברי מועדון "הנוסע המתמיד" יכולים לצבור נקודות גם בטיסות UP, בכמות מופחתת לעומת טיסות רגילות החברה אף העלתה אתר אינטרנט חדש "UP" מבית אל על – www.flyup.com האתר מציע את כל התכנים בתחום המוצר, מפרט השירות הייחודי בטיסות UP וכל השירותים הנלווים הנדרשים לנוסע

מטוסי 737-900 – במהלך שנת 2014 המשיכה החברה בהליך קליטת המטוסים החדשים מדגם בואינג 737-900ER, תהליך אשר החל בסוף שנת 2013, אז קלטה החברה את שני המטוסים הראשונים מדגם זה (מתוך שמונה מטוסים אשר נרכשו על ידי החברה) במהלך שנת 2014 החברה קלטה את המטוס השלישי והרביעי, כאשר המטוס החמישי הצטרף בחודש מרץ 2015 ושלושת המטוסים הנוספים צפויים להימסר לחברה במהלך החודשים פברואר ומרץ 2016 במטוסים המתקדמים, מחלקת עסקים בעלת 16 מושבים המציעים נוחות מרבית במחלקת התיירים הותקנו מושבים דקים המיוצרים בטכנולוגיה חדישה במטוסים מותקנים שקעים חשמליים למחשב נישא וכן חיבורי USB

קו חדש לבוסטון - ביום 17 בנובמבר 2014 אישר דירקטוריון החברה פתיחת קו חדש לבוסטון הקו החדש יושק בחודש יוני 2015 החברה צפויה להפעיל שלוש טיסות ישירות שבועיות באמצעות מטוס מדגם בואינג 767-300, בתצורת 218 מושבים, מתוכם 22 מושבי מיטה במחלקת העסקים ו-28 מושבים במחלקת תיירים פלוס במהלך הטיסה הנוסעים יוכלו ליהנות ממערכת בידור בטכנולוגיית סטרימינג, המאפשרת צפייה במגוון תכנים בנוחות מרבית וישירות למכשיר האישי, עם עולם תוכן עשיר

שדרוג מחלקות יוקרה בצי 400-747 - החברה השלימה את הליך שדרוג מושבי מחלקת העסקים בארבעה מטוסים מדגם בואינג 747-400, תוך שיפור במושב ועיצוב חדש של הריפודים מהלך זה מאפשר לחברה להציע מושבי מיטה במחלקת העסקים ביעדים בהם מופעלים מטוסים אלה כמו כן, מוצעת לנוסעי המחלקה הראשונה מחלקה שעוצבה מחדש עם מראה יוקרתי

שדרוג צי 777 - החברה משדרגת את מחלקת העסקים ומשדרגת את מושבי המחלקה הראשונה בכל צי מטוסי ה-777 המהלך צפוי להסתיים בסוף יוני 2015 החל מלויז קיץ 2015 ייהנו נוסעי מחלקת העסקים של החברה ממושבי מיטה משודרגים ב-6 מטוסי 777 הטסים ליעדים ארוכי הטווח כגון לוס אנג'לס, הונג קונג וניו יורק, ולעיתים גם לפריז ולונדון החברה מחדשת גם את מושבי המחלקה הראשונה בצי 777 ומציעה ללקוחותיה מחלקה אינטימית המונה 6 מושבים, מחלקה יוקרתית ומעוצבת מחדש בנוסף משיקה החברה את מחלקת תיירים פלוס בצי מטוסי 777

מערכת תקשורת פנים מטוס (סטרימינג) - במהלך חודש יוני 2014, השיקה החברה בחלק מהקווים (הלוך ושוב) מישראל לאירופה, צפון אמריקה, המזרח הרחוק ולדרום אפריקה, מערכת בידור בטיסה הכוללת מערכת תקשורת פנים מטוס, זאת על מנת לשפר את חוויית הבידור בטיסה המערכת משדרת את תכני הבידור AVOD (Audio&Video On Demand) אל המכשיר האישי של הנוסע באמצעות

אפליקציית Dream Stream by EL AL השירות ניתן ללקוחות בחינם ומאפשר לנוסע ליהנות ממגוון סרטים, תכניות טלוויזיה, שירים, משחקים, תכנים לילדים, תכנים לקהל הדתי, מידע לנוסעים ועוד השירות הושק ב- 3 מטוסים (שני מטוסי 767 ומטוס 737-900) בשנה הקרובה צפויה החברה להתקין את המערכת במטוסים נוספים על פי תכנית סדורה של החברה

לפרטים בדבר תחומי פעילות חדשים ראו סעיף 15 9 להלן (יעדים ואסטרטגיה עסקית)

הסכמי קוד משותף

✓ החברה חתמה על הסכם קוד משותף עם חברת התעופה האמריקאית ג'ט בלו (JetBlue). ההסכם החדש מאפשר לנוסעי החברה לרכוש כרטיס משולב, בקוד החברה, בנוחות ובגמישות מקסימלית לטיסות המשך דרך נמלי התעופה קנדי וניוארק (ניו יורק) ל- 38 מיעדי ג'ט בלו ברחבי ארה"ב בגין טיסות אלה יכולים לקוחות החברה ליהנות גם מצבירת נקודות מועדון "הנוסע המתמיד" החל מחודש יוני 2015, אז תחל החברה לטוס לבוסטון, יורחב ההסכם גם לטיסות המשך של ג'ט בלו מנמל התעופה בבוסטון

✓ בעקבות מיזוגה של חברת אמריקן איירליינס (American Airlines) עם חברת יו אס אירווייס (U.S Airways), שונו שיתופי הפעולה, במסגרת הסכם הקוד המשותף, בין החברה לבין אמריקן איירליינס כך שבוטלה האפשרות של החברה למכור טיסות המשך בתוך אמריקה במסגרת הסכם הקוד המשותף והחל מחודש נובמבר 2014, חל ההסכם רק על טיסות דרך יעדים משותפים באירופה (יעדים באירופה אליהם טסות שתי החברות) משמע, החברה יכולה למכור כרטיסים ב"קוד משותף" על טיסות של אמריקן איירליינס בין אירופה וארה"ב ואמריקן איירליינס יכולה למכור טיסות בקוד משותף על טיסות החברה בין אירופה לישראל

✓ החברה הודיעה על הפסקת הסכם הקוד המשותף עם חברת ווייטנאם איירליינס, החל מיום 25 באוקטובר 2014, זאת בשל שינויים בהסכמי התעופה בין סין לווייטנאם אשר מונעים מהחברה להטיס נוסעים בקווים בין תל אביב והאנוי ובין תל אביב וסייגון דרך הונג קונג בקוד אל על

לקוחות

7 5

החברה מעניקה שירותיה לנוסעים הנמנים הן על משקי הבית והן על המגזר העסקי כרטיסי טיסה של החברה נמכרים, ברובם, באמצעות סוכני נסיעות ומשווקי חבילות תיירות וכן במישרין על ידי החברה למוסדות ויחידים לפרטים נוספים ראו סעיף 6 7 להלן לפרטים אודות מועדון "הנוסע המתמיד" של החברה ראו סעיף 4 6 7 להלן

בתחום ההובלה באמצעות מטוסי הנוסעים אין לחברה לקוח, לרבות סוכן, שמחזור ההכנסות ממנו או המכירות באמצעותו מסתכם ב-10% או יותר מכלל הכנסות הקבוצה להערכת החברה אין לה בתחום ההובלה באמצעות מטוסי נוסעים תלות בלקוח או סוכן בודד כלשהו

שיווק והפצה

7 6

סוכני נסיעות ומשווקי חבילות תיירות

7 6 1

מרבית סוכני הנסיעות חברים בארגון יאט"א ומוכרים את כרטיסי הטיסה עבור חברות התעופה השונות עם המכירה זכאי הסוכן לקבל עמלה מחברת התעופה בשיעור שנקבע על ידה ובהתאם

להוראות יאט"א¹⁹ לעיתים זכאי הסוכן לעמלות נוספות, לרבות למטרת תמריץ מכירות וזאת על פי שיקול דעת החברות

הרוב המכריע של שיווק כרטיסי הטיסה לנוסעים מתבצע באמצעות סוכני נסיעות ומשווקי חבילות תיירות כמו כן, נמכרים כרטיסי טיסה באמצעות משרדי המכר של החברה ובמכירה ישירה בטלפון ובאינטרנט נכון למועד כתיבת הדוח, לחברה 3 משרדי מכר בארץ (תל אביב, ירושלים ובאר שבע) וכ- 29 משרדי מכר ב- 21 נציגויות בחו"ל

בנוסף, החברה מוכרת כרטיסי טיסה באמצעות כ- 58 סוכני מכירות כלליים (GSA - General Sales Agents) בחו"ל (כולל יעדים ישירים ולא ישירים)

תור אויר (ישראל) בע"מ (להלן - "איירתור" או "תור אויר"), שהינה חברה משותפת לחברה ולסוכני הנסיעות, מהווה אפיק שיווק נוסף של הקבוצה בשוק הישראלי, כזרוע הפצה של מבצעים וחבילות לכלל הסוכנים בישראל לחברה הסכמים עם איירתור להפצה של כרטיסי טיסה של החברה וכן מתן שירותים שונים על ידי איירתור לחברה, לרבות הפצת חבילות תיירות, כרטוס, עסקאות תשלומים ועוד

גם חברת הבת סאן דור משמשת כזרוע שיווק של מוצרי החברה בעיקר לטיסות שכר ולטיסות ליעדים שונים

החברה מעניקה לסוכני נסיעות עמלה כמרכיב קבוע וכן תמריצים מיוחדים בעיקר בהתאם להיקף המכירות של כרטיסי טיסה עקרונית, נחלקת התמורה לסוכנים בישראל לשניים מרכיב קבוע (עמלת בסיס בשיעור קבוע) ומרכיב של עמלה משתנה, כתמריץ בעולם נהוגות שיטות שונות בעניין זה, המותאמות לצרכי השוק בשנים האחרונות מתפתחת בעולם התעופה מגמה של מעבר למערכת הפחתת עמלות עד למצב של מחירים ללא עמלה, באופן שתבוטל עמלת הבסיס של הסוכנים ויתווספו דמי טיפול הנגבים על ידי הסוכנים

בחודש ינואר 2013 הודיעה החברה על הקטנת עמלת הבסיס משיעור של 7% לשיעור של 5% מועד עדכון עמלת הבסיס כאמור נקבע, לאחר דחייה עקב פניות מצד סוכני נסיעות, ליום 1 ביולי 2013 כמו כן, החברה הציעה מנגנון של תמריץ נוסף לתקופה נוספת אשר סוכם עם כל אחד מהסוכנים מדובר בצעד שנועד להפחית את עלויות התפעול על רקע הגברת התחרות והגידול בעלויות העמלות לסוכנים בחו"ל משתנות ממדינה למדינה, על פי תנאי השוק

בחודש דצמבר 2014 חתמה החברה על הסכם עם חברת ההפצה Sabre GLOB Inc שהינה אחת משלוש חברות ההפצה הגדולות באמצעותן מפיצה החברה כרטיסי טיסה ההסכם הינו לתקופה של שלוש שנים

מערכת הזמנות ממוחשבת

7 6 2

מערכת ההזמנות הממוחשבת של החברה הינה מערכת "אמדאוס" מערכת זו מציגה את לוח הזמנים המעודכן של טיסות החברה וטיסות של חברות תעופה זרות ומאפשרת למשתמשים ביצוע הזמנות וכרטוס על טיסות של אותן חברות וכן כוללת מערכת בידוק (DCS) המערכת הממוחשבת מאפשרת ניצול יעיל יותר של יכולות ההעמסה על מטוסי החברה על ידי חישוב משקל ואיוון באמצעות ריכוז חישוב הנתונים וכן פיקוח יעיל יותר על ניהול הטיפול בלקוח

¹⁹ לפרטים בדבר הנחיות יאט"א בעניין זה ראו www.iata.org

לחברה קיימים גם הסכמים עם מערכות הפצה בינלאומיות מסוימות המאפשרות למשתמשי אותן המערכות מכירה גישה ישירה לביצוע הזמנות על טיסות החברה

שיווק ומכירות לנוסעים

7 6 3

החברה פועלת לפרסום שירותיה לנוסעים בשוק הישראלי ובשווקים גדולים אחרים כמו כן, יוזמת החברה אירועים שיווקיים, חסויות ושיתופי פעולה

בשנת 2014 נמשכה גם מגמת הגידול בשיווק ישיר של כרטיסי טיסה באמצעות האינטרנט מגמה זו מיועדת להפחית עלויות שיווק והפצה של חברות התעופה החברה ממשיכה להתאים את פעילותה למגמה זו כאשר במהלך שנת 2014 גדלו המכירות באמצעות אתר האינטרנט בכ- 24% (כולל מכירת חבילות, מכירת שירותים נלווים ושדרוגים) לעומת התקופה המקבילה אשתקד והן הסתכמו בשנת 2014 בסך כולל של כ- 228 מיליון דולר, כאשר על פי הערכת החברה צפוי בשנים הקרובות גידול מתמשך בהכנסות ממכירת כרטיסי טיסה באמצעות האינטרנט אשר עשוי להערכת החברה להגיע לכ- 400 מיליון דולר בשנים הקרובות

גידול זה הינו חלק משיפור מתמיד באתר האינטרנט של החברה במהלך הרבעון הרביעי לשנת 2014 ולאחר עבודה מאומצת של חודשים רבים השיקה החברה אתר חדש ללקוחות בארץ ובעולם האתר החדש – www.elal.com - תוכנן ועוצב על בסיס האסטרטגיה הדיגיטלית להיות חלק ממסע הלקוח, תומך בכמה שפות ונגיש לכלל המכשירים בכל הגדלים התכנים באתר שוכתבו והוספו עמודי תוכן רבים בעלי ערך מוסף לנוסע

המידע בדבר הערכת החברה לגידול בהכנסות כתוצאה משיווק ישיר של כרטיסי טיסה באינטרנט הינו מידע צופה פני עתיד, כהגדרתו בחוק ניירות ערך, התשכ"ח 1968, המבוסס על הערכות של החברה בהתחשב במגמות והתפתחויות בעולם הצרכנות והתעופה. התממשותו של המידע האמור, כולו או חלקו, אינו וודאי ויכול שיושפע מגורמים המשפיעים על סביבתה התחרותית של החברה ו/או מגורמים שלא ניתן להעריכם ואשר אינם בשליטת החברה לרבות גורמים השיווק והמכירות.

החברה מוכרת ישירות לנוסעים באמצעות מחלקת ההזמנות של החברה ואתר האינטרנט שלה בנוסף, מפעילה החברה דסק עסקי הפועל לקידום מכירות לגופים עסקיים, בעיקר בישראל

חברת הבת סאן דור משמשת כזרוע שיווק של מוצרי החברה בעיקר לטיסות שכר ולטיסות ליעדים שונים, כאשר הטיסות מופעלות על ידי החברה או על ידי חברות תעופה ישראליות אחרות (בעיקר בסופי שבוע ובחגים)

כדי להגביר את האטרקטיביות לטיסות החברה עבור נוסעים המעוניינים לא רק בשרותי תובלה אל ישראל וממנה, אלא גם בשרותי תיירות, משווקת החברה באמצעות סוכני נסיעות ובמישרין, שירותי תיירות קרקעיים מגוונים (מלונות, סיורים, השכרת רכב) לנוסעים בודדים לשם כך, משווקת החברה חבילות באמצעות חברת איירתור בנציגויות החברה בחו"ל פעילות זו משווקת באמצעות חברת סופרסטאר הולדייס (אנגליה), בשיווק עצמאי ישיר או באמצעות סוכני הנסיעות

בחודשים יוני ונובמבר 2014 נחתם הסכם עם ארגון "תגלית" להטסת משתתפי התכנית לעונת קיץ 2014 ולעונת חורף 2014-2015 בהיקף צפוי של כ- 17,000 נוסעים ארגון תגלית מביא ארצה בני נוער בגילאי 18 עד 26 לביקור בישראל הפרויקט הוא מוביל וייחודי מסוגו בעולם היהודי ומביא צעירים מכ- 54 מדינות בעולם

ביום 24 באוגוסט 2014, נחתם הסכם עם משרדי הממשלה לשנים 2014-2015 כפי שנעשה החל משנת 2006, החברה ומשרדי הממשלה נוהגים להתקשר בהסכם הנחות, הטבות והחזרים בגין רכישת שירותי טיסה עבור עובדי המדינה ונציגי

בחודשים אפריל ונובמבר 2014 נחתמו הסכמים עם הסוכנות היהודית להטסת קבוצות נוסעים ושליחים לישראל, להטסת קבוצות מגרמניה וצרפת וחזרה וכן להטסת קבוצות של הסוכנות לישראל מלונדון וחזרה, לשנים 2014-2015

תכנית הנוסע המתמיד

7 6 4

כחלק מאמצעי השיווק והגברת נאמנות הנוסעים לחברה, מציעה החברה הטבות מיוחדות לנוסעים הנמנים עם מועדון "הנוסע המתמיד" (Frequent Flyer), המבוסס על מאגר מידע רשום הנוסעים מקבלים זיכוי בנקודות על טיסותיהם בכל הטיסות הבינלאומיות המבוצעות על ידי החברה

נקודות אלה מקנות לנוסעים הטבות שונות ובכלל זה כרטיסי טיסה בהנחה או בחינם (למעט תשלום תוספת מזומן הכוללת בתוכה מיסי נמל ותוספות שונות, לרבות תוספת דלק), שדרוגים למחלקות בדרגות גבוהות יותר וכניסה לטרקלינים המשמשים את החברה ברחבי העולם

בשנים האחרונות התקשרה החברה בהסכמים המאפשרים צבירה ומימוש של נקודות מועדון בחברות תעופה אחרות ו/או המרת נקודות/כוכבים מכרטיסי אשראי ומבתי עסק אחרים למועדון הנוסע המתמיד וכן בהסכמי שיתוף פעולה המאפשרים צבירת נקודות מועדון ו/או קבלת הטבות אחרות עקב רכישה בבתי עסק שונים (בדרך כלל משולמת על כך תמורה לחברה על ידי בית העסק) ובהסכמים לניצול נקודות מועדון בבתי עסק שונים. כמו כן, נערכו הסכמים עם עמותות וארגונים הפועלים מתוך מטרת חברתיות, ערכיות והומניטריות וללא מטרת רווח, לתרומת נקודות מועדון לאותם עמותות וארגונים על ידי חברי המועדון

החברות במועדון הנוסע המתמיד נקבעת לפי מספר דרגות על פי רמת הפעילות של החברים "רגיל-מתמיד", "כסף", "זהב", "פלטינה" וכן "טופ-פלטינה"

במקביל לשינויים מסחריים שנערכו בשנים האחרונות בתנאי המועדון, נערכו שיפורים טכנולוגיים, אשר כללו שדרוג של מערכת המידע על ידי מתן אפשרות לחברי המועדון לביצוע פעולות בחשבונם באמצעות אתר האינטרנט, שיפור מערכת ניתוב השיחות במוקד השירות, שיפור במבנה דוח מצב החשבון לקוחות ועוד

בשנת 2014 המשיכה החברה בהפעלת תוכנית לטיפול, שימור וגידול במספר לקוחות היוקרה, בין היתר גם באמצעות הנפקת כרטיס אשראי ממותג "Fly Card", כמפורט להלן

מספר חברי המועדון נכון לחודש דצמבר 2014 הסתכם בכ-147 מיליון חברים, מתוכם כ-280,000 חברי גלובאלי - GlobalY (כרטיס מועדון ייחודי המונפק לתומכי ישראל בתפוצות) בסה"כ תנועת חברי מועדון הנוסע המתמיד בשנת 2014 היוותה כ-29% מכלל תנועת הנוסעים בחברה, לעומת 30% בשנת 2013

לפרטים בדבר הטיפול החשבונאי בנושא התחייבויות המועדון ראו ביאור 2 טו (2) לדוחות הכספיים בכוונת החברה להפריד את פעילותו של מועדון הנוסע המתמיד ולקיימו במסגרת יישות משפטית נפרדת, כאשר למיטב ידיעת החברה למהלך זה לא צפויות להיות השלכות פיננסיות משמעותיות על

החברה כחלק מהיערכות ליישום הפרדת הפעילות כאמור, הועתקה פעילותו של מועדון הנוסע המתמיד של החברה למקום מושבו החדש באור יהודה החל מחודש מרץ 2014

כרטיס אשראי ממותג

ביום 11 ביוני 2014 חתמה החברה על הסכמים להנפקת כרטיסי אשראי ממותגים לחברי מועדון הנוסע המתמיד של החברה (להלן "כרטיסי אשראי ממותגים") כרטיסי האשראי Fly Card ו-Fly Card Premium הונפקו לבעלי חשבונות ישראלים באמצעות המוסדות הפיננסיים שלהלן (א) דיינרס קלוב ישראל בע"מ וכרטיסי אשראי לישראל בע"מ ("דיינרס וכאל"), (ב) פועלים אקספרס בע"מ ("פועלים"), ו- (ג) לאומי קארד בע"מ ובנק לאומי לישראל בע"מ ("לאומי") (להלן "ההסכמים" ו"המוסדות הפיננסיים", בהתאמה)

כרטיסי האשראי הממותגים מקנים למחזיקיהם הטבות ייחודיות בהתאם לסוג הכרטיס והיקף הפעילות בו, והכל בהתאם לתנאים המסחריים שנקבעו בין הצדדים הטבות אלה כוללות, בין היתר, צבירת נקודות נוסע מתמיד בגין ביצוע עסקאות בכרטיסי האשראי הממותגים בנוסף, החברה חתמה על הסכם שיתוף פעולה עם מועדון לקוחות רבוע כחול- דור אלון, שותפות רשומה ("מועדון YOU"), לפיו יכולים בעלי כרטיסי אשראי ממותגים שהונפקו על ידי דיינרס וכאל ליהנות מהטבות ייחודיות נוספות, לרבות אפשרויות צבירת נקודות הנוסע המתמיד ברשתות הכלולות במועדון YOU, ולגבי חלקם אף מאפשרות מימוש נקודות נוסע מתמיד ברשתות האמורות, והכל בהתאם לתנאים שנקבעו בין הצדדים

על פי ההסכמים, אל על זכאית לתמורה מן המוסדות הפיננסיים, המבוססת אף היא על היקף השימוש בכרטיסי האשראי הממותגים כן מסדירים ההסכמים השתתפות בהוצאות פרסום, שיווק וקידום מכירות וכן שירות לקוחות למחזיקי כרטיסי האשראי הממותגים ההסכמים הינם לתקופת התקשרות ראשונית של חמש שנים וכוללים אפשרות הארכה לתקופות שונות נוספות, בכפוף לזכויות ביטול העומדות לצדדים, בנסיבות מסוימות החברה צופה כי יישום תכנית כרטיסי האשראי הממותגים יביא לגידול הדרגתי בהכנסותיה ולשיפור תזרים המזומנים שלה, לצד גידול אפשרי בהתחייבויות בגין צבירת נקודות כוללות בהתפתחות קצב הצבירה והמימוש

החברה צופה כי בשנים הקרובות יונפקו 300 אלף כרטיסי אשראי וכי יחול גידול הדרגתי במספר חברי המועדון לכ- 1.8 מיליון חברים נכון למועד הסמוך לאישור הדוח הונפקו כ- 70 אלף כרטיסים **המידע בדבר הערכת החברה ביחס לכמות כרטיסי האשראי שיונפקו והגידול במספר חברי המועדון הינו מידע צופה פני עתיד, כהגדרתו בחוק ניירות ערך, התשכ"ח 1968, המבוסס על הערכות של החברה בהתחשב במגמות והתפתחויות בעולם הצרכנות והתעופה. התממשותו של המידע האמור, כולו או חלקו, אינו ודאי ויכול שיושפע מגורמים המשפיעים על סביבתה התחרותית של החברה ו/או מגורמים שלא ניתן להעריכם ואשר אינם בשליטת החברה לרבות גורמים בעולם הקמעונאות והצרכנות בכרטיסי אשראי.**

צבר הזמנות

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לחברה אין נתונים כספיים בדבר היקף ההכנסות החזויות מהזמנות של טיסות עתידיות כמו כן, חלק מהזמנות אלה ניתן למימוש על ידי הלקוח למשך תקופה ממושכת שאינה עולה על שנתיים לחברה "הכנסות מראש" הנובעות מקבלת תשלום מראש עבור טיסות שטרם ביצעה וכן מנקודות שנצברו על ידי חברי מועדון הנוסע המתמיד כאמור לעיל

תחרות	78
כללי	781
(א) תחום ההובלה באמצעות מטוסי נוסעים מתאפיין בתחרות חריפה בין חברות תעופה המספקות שירותי הובלה בין אותם יעדים או יעדים חלופיים	
(ב) החברה משמשת כמוביל הנקוב של מדינת ישראל למרבית היעדים מהם מופעלות טיסות סדירות לנמל התעופה בן גוריון (נתב"ג) וממנו	
(ג) להערכת החברה, במהלך שנת 2014, התחרות בטיסות לישראל וממנה הייתה מול כ- 110 חברות תעופה, לרבות חברות התעופה הישראליות ארקיע וישראייר (המפעילות טיסות שכר וגם טיסות סדירות ליעדים מסויימים), בכ- 60 חברות תעופה זרות שביצעו טיסות סדירות לכ- 65 יעדים בכ- 37 מדינות ולמעלה מ- 50 חברות שביצעו טיסות שכר (מתוכן כ- 30 פעלו לאורך השנה והיתר הפעילו טיסות בודדות) כמו כן, התחרות בנושא הובלת מטען בגחון מטוסי הנוסעים הנכלל בתחום פעילות זה, הינה מול חברות העוסקות בהובלת מטען באמצעות מטוסי מטען ובגחון מטוסי הנוסעים לפרטים נוספים ראו סעיף 7.1.8 להלן	
לפרטים נוספים על מבנה התחרות בתחום הפעילות ראו סעיף 7.1.10 לעיל	
נתח השוק של החברה בקבוצות שירותים	782
להערכת החברה, בשנת 2014 חלקה של החברה מסך התנועה לנתב"ג וממנו עמד על כ-33% לעומת 32.5% בשנת 2013 לנתח השוק של החברה בקבוצות השירותים ראו סעיף 7.2 (ב) לעיל	
מתחרים משמעותיים בתחום ההובלה באמצעות מטוסי נוסעים	783
למיטב ידיעת החברה, המתחרים המשמעותיים של החברה, מבחינת נתח שוק, בתחום ההובלה באמצעות מטוסי נוסעים בשנת 2014 היו חברת יונייטד (ארה"ב), דלתא (ארה"ב), יו אס אירווייס (ארה"ב), לופטהנזה (גרמניה), בריטיש איירווייס (בריטניה), אליטליה (איטליה), אייר פראנס - קלמ (צרפת והולנד), סוויס (שווייץ), טראנס אירו (רוסיה), אירופלוט (רוסיה), אוקראין אייר אינטרנשיונל (אוקראינה), איזיג'יט, וויזאייר וטורקיש איירליינס (טורקיה)	
לפרטים בדבר ההחרפה בתחרות בתחום בשנת 2014 - ראו סעיף 7.1.10 לעיל	
שיטות עיקריות להתמודדות עם התחרות	784
החברה פועלת במספר מישורים לשם הגדלת רווחיותה, תוך שימור והגדלת נתח השוק שלה והגדלת תפוסת המושבים וביניהם	
(א) התאמת לוח הזמנים, ככל שניתן, לעונתיות התנועה ולאירועים בינלאומיים	
(ב) הגברת תדירות הטיסות ליעדים מבוקשים והגדלת מספר יעדי הטיסות גם באמצעות שיתופי פעולה עם חברות אחרות	
(ג) שאיפה לשיפור מתמיד של השירות לנוסעים, לרבות שיפור נוחות המושבים, איכות ומגוון המזון והבידור בטיסה וכדומה, תוך התמקדות במחלקת עסקים	
(ד) מתן הטבות לנוסעים הנמנים עם מועדון הנוסע המתמיד ולחברות עסקיות החברות בדסק העסקי של החברה	
(ה) פעולה באמצעות כל צינורות השיווק הרלוונטיים	

(ו) פנייה לקהל הנוסעים במסעי פרסום בארץ ובעולם

(ז) השקת מותג הטיסות "UP" (לפרטים ראו סעיפים 10 ו-7 4 לעיל)

(ח) הנפקת כרטיסי אשראי ממותגים "Fly Card" (לפרטים ראו סעיף 4 6 7 לעיל)

בין הגורמים החיוביים המשפיעים או עשויים להשפיע על מעמדה התחרותי של החברה ניתן למנות את הגורמים הבאים מערך טיסות רחב ומגוון, מערך הפצה בפריסה רחבה בישראל ובעולם, קיומו של מועדון לקוחות אטרקטיבי, מותג חזק בשוק המקומי, רמה גבוהה של בטיחות ובטחון, יציבות לוח זמנים ודיוק מבצעי, התאמת השירותים לצרכי השוק ומערך הסכמי שיתוף פעולה עם חברות תעופה אחרות

בין הגורמים השליליים המשפיעים או עשויים להשפיע על מעמדה התחרותי של החברה ניתן למנות את הגורמים הבאים מצב גיאופוליטי המפחית באופן מהותי את אפשרות החברה לבצע טיסות בחופש שישי (טיסות לא ישירות דרך נתבי"ג) מול הגברת טיסות בחופש שישי על ידי חברות תעופה זרות, הפחתת חסמים רגולטוריים לכניסה לפעילות ביעדי החברה, זאת במיוחד לאור מדיניות התעופה הליברלית, כניסת חברות Low Cost, השתייכות של חברות התעופה הזרות לבריתות תעופה גלובליות (SKY, One World, STAR), שינויים רגולטוריים ומגבלות חקיקה ואילוצים החלים על תחום הפעילות, עודף כושר ייצור אצל מתחרים, התבססות החברה על הפצה באמצעות סוכנים למול התגברות המגמה של שיווק ישיר באמצעות האינטרנט, העדר פעילות טיסות נוסעים של החברה בשבתות ובחגים והרעה אפשרית במצב הכלכלי, הבטחוני והפוליטי בישראל

עונתיות

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פעילות החברה הינה עונתית ומתמקדת בתקופות שיא תנועה גדולה של תושבי ישראל לחו"ל בעיקר בעונות הקיץ ובמועדי החגים ותנועה גדולה של תיירים לישראל בעיקר בעונות הקיץ ולקראת חגים יהודיים או נוצריים או חופשות במדינות המקור שיא פעילות החברה הינו ברבעון השלישי של השנה ברבעון השלישי לשנת 2014 עמד היקף תנועת הנוסעים על כ- 31% לעומת 32% בשנת 2013, מכלל תנועת הנוסעים השנתית בהקשר זה יצוין כי מבצע "צוק איתן" התרחש בחודשי הקיץ (רבעון שלישי) ולכן השפיע על תוצאות רבעון זה ואף על תוצאות הרבעון הבא אחריו

להלן מובאים נתונים על התפלגות הכנסות החברה ממטוסי נוסעים לפי רבעונים²⁰

שנת 2014

שנה	הרבעון (במיליוני דולר)				שנתי (במיליוני דולר)
	ינואר-מרץ	אפריל-יוני	יולי-ספטמבר	אוקטובר-דצמבר	ינואר-דצמבר
2014	375.3	528.6	552.9	453.8	1,910.6
% מתחום הפעילות	19.6%	27.7%	28.9%	23.8%	100%

²⁰ מועדי החגים היהודיים לפי הלוח הגרגוריאני משתנה משנה לשנה, ולכן עשויה להיות השפעה השוואתית בין פעילות רבעונית מקבילה בין שנה לשנה

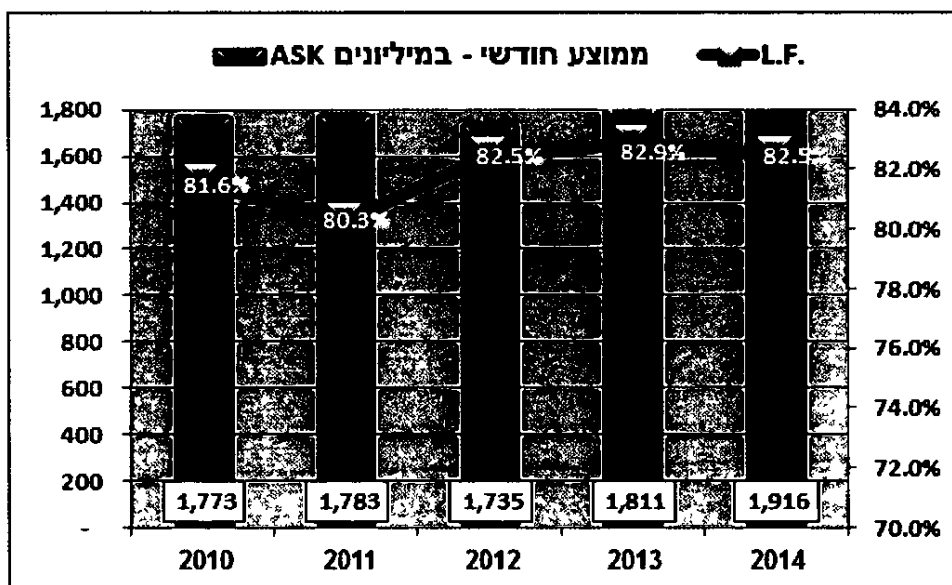
שנה	הרבעון (במיליוני דולר)				שנתי (במיליוני דולר)
	ינואר-מרץ	אפריל-יוני	יולי-ספטמבר	אוקטובר-דצמבר	ינואר-דצמבר
2013	388 5	489 8	585 5	456 5	1,920.3
% מתחום הפעילות	20 2%	25 5%	30 5%	23 8%	100%

כושר יצור

7 10

מדדי התפוקה המקובלים בעולם התעופה לגבי מטוסי נוסעים הם שיעור התפוסה (load factor) ²¹ ו-ASK ²² בשיא הביקושים (חודש אוגוסט) כושר הייצור של החברה מגיע קרוב למלוא פוטנציאל התפוקה בחודש אוגוסט 2014 היה ה-ASK של החברה כ- 2,344 מיליון ק"מ-מושב מוטס, שיעור התפוסה של החברה בחודש אוגוסט 2014 עמד על כ- 83%

להלן גרף המתאר את הממוצע החודשי של ה-ASK ושיעור התפוסה הממוצע של החברה בחמש השנים האחרונות



בהתאם להחלטת הממשלה משנת 1982, הפסיקה החברה להפעיל טיסות נוסעים סדירות בשבתות ומועדי ישראל ועקב כך אינה מנצלת באופן מלא את פוטנציאל כושר הייצור שלה עם הפיכת החברה ל"חברה מעורבת" ביום 6 ביוני 2004 הוסר איסור זה בהתאם לסיכום שנערך בינואר 2007 בין נציגי ועדת הרבנים לשמירה על השבת לבין נציגי החברה, סוכם כי החברה תמשיך לקיים את הסטטוס קוו שהיה קיים עד עתה ולפיו החברה אינה מבצעת טיסות נוסעים של חברת אל על בשבתות ומועדי ישראל, זאת בהתאם להחלטת הממשלה משנת 1982 לאור הצורך אשר קיים, מעת לעת, לביצוע טיסות בשבת, סוכם כי לפני ביצוע טיסות כאמור תפנה החברה לרב הראשי לשמוע עמדת ההלכה כן גיבשו הצדדים הסכמות בנוגע להחזר דמי ביטול בגין מנות אוכל כשרות, במידה וכתוצאה מהפרת סיכום זה יאלצו לקוחות חרדיים לבטל טיסתם

²¹ Passenger Load Factor - מחושב על ידי נוסע-ק"מ מוטס (RPK - מספר הנוסעים בתשלום כפול המרחק המוטס)

כאחוז ממושב-ק"מ זמין (ASK - מספר המושבים שהוצעו למכירה כפול המרחק המוטס)

²² Available Seat Kilometer - מספר המושבים שהוצעו למכירה כפול המרחק

7 11 1 נכון למועד הסמוך לאישור הדוח, החברה עושה שימוש ב- 40 מטוסי נוסעים, מתוכם 13 מטוסים אותם חוכרת החברה ו- 27 מטוסים בבעלות החברה

7 11 2 צי מטוסי הנוסעים של החברה יוצר כולו על ידי חברת בואינג משכך, קיימת לחברה תלות ביצרן המטוסים "בואינג" בכל הנוגע לאספקת חלפים לגוף המטוס, במקרים של תקלות וממצאים בזמן תחזוקה שוטפת (מתוקף היותה יצרן המטוס) וייעוץ הנדסי

7 11 3 הטבלה הבאה מפרטת את צי מטוסי הנוסעים שבבעלות החברה, נכון ליום 31 בדצמבר 2014

סוג המטוס	סה"כ	גיל ממוצע (בשנים)	מס' ממוצע של מושבים	טווח טיסה מקסימלי (מייל ימי) ²⁴	יכולת נשיאת מטען ²³
747-400	6	19 3	408	6,400	18 7
737-900ER ²⁷	4	0 9	172	2,500	2 5
737-700	2	15 3	110	2,500	2
737-800 ²⁶	6	10 7	154	2,400	2
777-200ER ²⁵	6	11 6	279	7,300	22 4
767-300ER	2	23 3	221	5,300	8
סה"כ	26	12.7	243		

בחודש מרץ 2014 השלימה החברה עסקה לרכישת מטוס מדגם בואינג 767-300 (EAJ) מחברה זרה ממנה חכרה החברה את המטוס בעשר השנים האחרונות לפרטים ראו ביאור 14ד(3) לדוחות הכספיים ליום 31 בדצמבר 2014

בחודש נובמבר 2014 השלימה החברה עסקה לרכישת מטוס מדגם בואינג 767-300 (EAP) מחברה זרה קודם למכירה, הופעל המטוס על ידי החברה במשך שמונה שנים כמטוס חכור לפרטים ראו ביאור 14ד(4) לדוחות הכספיים ליום 31 בדצמבר 2014

במהלך שנת 2014 החברה קלטה שני מטוסים חדשים נוספים מדגם בואינג 737-900ER, שהינם השלישי והרביעי מדגם זה שנרכשו על ידי החברה במסגרת העסקה הכוללת לרכישת 8 מטוסים חדשים מדגם זה המטוסים הצטרפו לצי המטוסים צרי הגוף של החברה בחודש מרץ ויולי 2014 בהתאמה ופועלים ליעדים בטווח הקצר והבינוני ביום 10 במרץ 2015 חתמה החברה על מסמכי הקבלה של מטוס חדש נוסף מדגם זה, החמישי, שנרכש על ידי החברה במסגרת עסקה זו לפרטים בדבר המימון למטוס זה ומסגרת ההלוואה לרכישת מטוסים ראו ביאור 20ב(5) לדוחות הכספיים

²³ תכולת מטען למטוס מלא נוסעים לטווח שבו כמות הדלק הנדרשת אינה על חשבון מטען מועיל

²⁴ הטווח נקבע עבור מטוס מלא נוסעים וללא מטען

חלק ממטוסי ה-737-800, ה-777-200ER וה-737-900 נרכשו באמצעות EXIM/ערבות EXIM ולפיכך המתכונת המשפטית הינה כי המטוסים נחכרו בשלב ראשון על ידי החברה, כאשר לחברה אופציה לרכוש את המטוסים בתום התקופה בתמורה לדולר אחד

במסגרת האסטרטגיה ארוכת הטווח המתגבשת של החברה, שוקדת החברה על גיבוש תכנית הצטיידות במטוסים רחבי גוף, במסגרתה מתכוונת החברה לבחון הצעות לרכישת מטוסים מדגמים שונים של יצרניות המטוסים בואינג ואיירבוס ביום 12 במרץ 2015, שלחה החברה לשתי יצרניות המטוסים כאמור בקשה לקבלת הצעות (RFP) במסגרתה נתבקשו יצרניות המטוסים להציע פתרונות להצטיידות החברה במטוסים רחבי גוף לשנים הקרובות, זאת על פי התנאים שהוגדרו על ידי החברה החברה ביקשה במסמך כאמור לקבל מענה לבקשתה

7 11 4 הטבלה הבאה מפרטת את צי מטוסי הנוסעים שהחברה חכרה, נכון ליום 31 בדצמבר 2014

סוג המטוס	סה"כ	גיל ממוצע	מועד סיום החכירה	מס' מושבים ממוצע	פרטים נוספים
737-800	9	11 2	EKO - נובמבר 2015 EKP - אוקטובר 2016 EKI - אוקטובר 2018 EKS - אוגוסט 2016 EKF - דצמבר 2016 EKT - נובמבר 2018* EKM - מאי 2018 EKR - מאי 2018 EKU - מרץ 2019**	172	EKT - אופציית יציאה לחברה בחודש נובמבר 2016 EKU** - אופציית יציאה לחברה בחודש מרץ 2017
767-300ER	4	17 2	EAR - נובמבר 2016* EAL - נובמבר 2017 EAM - דצמבר 2017** EAK - נובמבר 2015	224	EAR* - קיימת אופציית יציאה לחברה החל מחודש נובמבר 2015 ובהודעה של 6 חודשים מראש EAM** - קיימת אופציית יציאה לחברה החל מחודש פברואר 2016 ועד לחודש דצמבר 2017 למעט בחודשים דצמבר 2016, ינואר, יוני, יולי ואוגוסט 2017
סה"כ	13	13		189	

דמי החכירה בגין המטוסים של החברה בתחום פעילות זה הסתכמו בכ- 64 מיליון דולר בשנת 2014, לעומת כ- 71 מיליון דולר בשנת 2013 וכ- 64 מיליון דולר בשנת 2012

לפרטים בדבר עסקאות רכישת מטוסים, חכירת מטוסים, מכירת מטוסים והארכת הסכמים ביחס למטוסים, ראו ביאורים 13.ד ו- 21ב לדוחות הכספיים.

<u>תחום מטוס המטען</u>	8
<u>מידע כללי על תחום הפעילות</u>	8 1
להלן מתוארים מגמות, אירועים והתפתחויות בסביבה המקרו כלכלית של החברה, שיש להם או צפויה להיות להם השפעה מהותית על התוצאות העסקיות או ההתפתחויות בחברה כולה, או בתחום פעילות מטוסי המטען וזאת בנושאים הבאים	
<u>מבנה תחום הפעילות ושינויים החלים בו</u>	8 1 1
בשוק ההובלה התעופתית של מטען קיימים ארבעה סוגים של מתחרים: חברות המובילות מטען רק באמצעות מטוסי מטען, חברות המובילות מטען רק בגחון מטוסי נוסעים, חברות, כמו אל על, המובילות מטען הן במטוס מטען והן בגחון מטוסי נוסעים, חברות בלדרות המטיסות בנוסף לשירותי הבלדרות גם מטען אחר במטוסייהן	
בשנים האחרונות ניכר גידול מתמיד בנפחי מטוסי הנוסעים בקווים הבינלאומיים בעולם, אשר מגביר את התחרות	
כמו כן, נמשכת בשנה האחרונה מגמה הולכת ומתחזקת של הסטת הובלת מטענים לתעבורה ימית להערכת החברה, חלקה בהובלת מטען בשנים 2014, 2013 ו-2012 נאמד בכ-2%, 34%, 35% ו-33% בהתאמה, מכלל המטענים המובלים באויר לישראל וממנה (לרבות מטענים שהובלו בגחון מטוסי נוסעים) לא כולל חופש שישי וכולל את פעילות הדואר	
<u>מגבלות חקיקה, תקינה ואילוצים מיוחדים החלים על תחום הפעילות</u>	8 1 2
המגבלות הרגולטוריות להובלת מטען במטוסי מטען דומות לאלה החלות על הובלת נוסעים במטוסי נוסעים	
גם בתחום המטען נקבעו הסדרים רגולטוריים בנוגע להיבטים תפעוליים רבים, כגון: קיבולת טיסה מותרת, אחריות המוביל האווירי לנזקים, סטנדרטים של בטיחות טיסה, בטחון ורעש לפרטים ראוי סעיף 11 9 להלן עם זאת, מדיניות רשויות התעופה בעולם במתן הרשאות לגבי מטוסי המטען נוטה להיות מקלה יותר מאשר בתחום מטוסי הנוסעים. הדבר משפיע במיוחד על האפשרות לבצע טיסות מטוסי מטען גם בחופש חמישי ובחופש שישי	
<u>שינויים בהיקף הפעילות בתחום וברווחיותו</u>	8 1 3
(א) היקף ההובלה העולמית של מטענים	
להערכת יאט"א, בשנת 2014 נרשם גידול של כ-8% 4 בהיקף ההובלה העולמית של מטענים (בינלאומית בלבד) במטוסים (לרבות בגחון מטוסי נוסעים) בשנת 2013 נרשמה עליה של 3 0% (בינלאומית בלבד)	
בחודש דצמבר 2013, פרסמה יאט"א את הערכתה לפיה עד לשנת 2019 צפוי גידול שנתי ממוצע (בשנים 2015-2019) של כ-9% 4 בהובלה העולמית של מטענים (בינלאומית בלבד) במטוסים	

(לרבות בגחון מטוסי נוסעים)²⁶ יאט"א העריכה כי שנת 2015 תסתכם בגידול בשיעור של 5.0%

להלן טבלה המתארת את התפתחות היקף הפעילות בהובלת תעופתית (בינלאומית בלבד) של מטען ודואר לשנת 2013, על בסיס נתוני יאט"א²⁷

שנה		תפוקה
		שינוי שנתי ב-RTK (%)
		RTK ²⁸ (במיליונים)
2014		אין נתונים
2013		אין נתונים
		168,469
		6

(ב) היקף הובלת מטענים במטוסים מישראל ואליה

להלן נתונים בדבר תנועת המטענים שנכנסו ויצאו מנמל התעופה בן גוריון בחמש השנים האחרונות (הנתונים כוללים מטען שהובל במטוסי מטען ובגחון מטוסי נוסעים)²⁹

תנועת המטענים בנתב"ג (אלפי טון) לשנה שהסתיימה ב-31 בדצמבר									
2010	שינוי מ-2010	2011	שינוי מ-2011	2012	שינוי מ-2012	2013	שינוי מ-2013	2014	
164	(5%)	155	(5%)	147	(5%)	139	3%	143	ייצוא
136	2%	139	(4%)	134	1%	136	4%	142	ייבוא
300	(2%)	294	(4%)	281	(2%)	275	3.5%	285	סה"כ

בתנועת המטענים בנתב"ג במהלך שנת 2014 נרשמה עליה בשיעור של כ-45%³⁰, המהווים כ-9,500 טון, לעומת שנת 2013

בנוסף לחברת המטען הישראלית קאל קווי אויר למטען בע"מ ("קאל"), קיבולת המטען של חברות התעופה הזרות כללה קיבולת מטען של טיסות נוסעים וקיבולת בטיסות מטען של שמונה חברות פדקס (ארה"ב), MNG וטורקיש איירליינס (טורקיה), EAT (בלגיה), קוריאן אייר (קוריאה), רויאל ג'ורדניאן (ירדן), לופטהנזה (גרמניה) ו-Silk Way (אזרבייג'אן) כמו כן, הופעלו טיסות מטען לא סדירות באמצעות חברות זרות, על בסיס אד הוק

כ-54.1% מסה"כ תנועת המטען בנתב"ג הוטסה במטוסי מטען בעוד שיתר התנועה (45.9%) הוטסה בגחון מטוסי נוסעים (בעיקר מטוסים רחבי גוף) נתונים אלה אינם כוללים מטענים שהטיסה החברה דרך נתב"ג במסגרת חופש השישי בהיקף³¹ זניח בשנת 2014, בהיקף של 0.5 אלפי טון בשנת 2013 וכן בהיקף זניח בשנים 2011-2012

²⁶ תחזית יאט"א עד לשנת 2019 מתייחסת לגידול במשקל המטען המוטס בטונות כפול המרחק המוטס – (RTK)

Revenue Ton Kilometer

²⁷ טרם פורסמו הנתונים לשנת 2014

²⁸ Revenue Ton Kilometer - המשקל בטונות של מטען במטוסי מטען, בתשלום כפול המרחק המוטס

²⁹ מקור רשות התעופה האזרחית והערכת החברה הכוללת ניכוי פעילות החופש השישי של אל על דרך נתב"ג והוספת פעילות הדואר של אל על

³⁰ ללא ניכוי פעילות החופש השישי של החברה דרך נתב"ג, שיעור העליה בתנועה בשנת 2014 הינו כ-3.3%

³¹ הנתונים כוללים מטען שהובל במטוסי מטען וכן מטען שהובל בגחון מטוסי נוסעים

השוק הישראלי בתחום פעילות הובלת המטענים באמצעות מטוסי מטען מאופיין בתנודתיות עונתית גבוהה, זאת עקב משקלו היחסי הגבוה של היצוא החקלאי (המבוצע בעיקרו בחודשי החורף) מסך היצוא לפרטים אודות לקוחות החברה בתחום ההובלה באמצעות מטוסי מטען ראו סעיף 85 להלן

שינויים טכנולוגיים שיש בהם כדי להשפיע מהותית על תחום הפעילות

815

בחדש ספטמבר 2014 החלו בקרי המטען באגף מבצעי קרקע להשתמש במערכת חדשה לתכנון הטענת מטוסי מטען מבית היוצר של חברת Champ Cargo Systems מלוקסמבורג המערכת מופעלת בארכיטקטורת ענן, מחשבת את משקל ואיזון המטוס ועומסים הפועלים עליו בהתחשב במטען המועמס ובמגבלות שהגדיר יצרן המטוס ומפיקה טופס משקל ואיזון ממוחשב המערכת מייתרת את הצורך בהעברת מידע באופן ידני ומשפרת את אמינות המידע

ברבעון השלישי לשנת 2014 מומש השלב הראשון בתחום ה-CRM לאגף המטענים בנושא ניהול לקוחות מטען ופניות השירות שלהם בארץ הפתרון מחליף עבודה ידנית, ללא מערכת ותיעוד מובנה ושקוף לכלל גורמי המגע עם הלקוח הפתרון יהווה תחילתו של ניהול כולל של סוכני המטען בתחומי השירות, המכירה והשיווק בארץ ובעולם ולקבלת תמונת לקוח כוללת ואינטגרטיבית על פעילותו בתחומי המטען והנוסעים תמונת לקוח זו תסייע בשיפור קבלת ההחלטות, המכירה והשירות

גורמי ההצלחה הקריטיים בתחום הפעילות והשינויים החלים בהם

816

בפעילות בתחום הובלת מטענים באמצעות מטוסי מטען ניתן להצביע על מספר גורמים להם השפעה על המעמד התחרותי בתחום היכולת להציע הובלת מטען ליעדים מבוקשים במחיר תחרותי, פיתוח של רשת נתיבים באופן עצמאי ובכלל זה האפשרות לבצע טיסות בחופש חמישי ובחופש שישי כפעילות תומכת להובלה אל ו/מ ישראל, שיתופי פעולה עם חברות תעופה אחרות, הובלת מטען בתדירות הנדרשת, באיכות הנדרשת תוך עמידה בלוחות הזמנים, ניהול סיכונים וגידור סיכונים

שינויים במערך הספקים וחומרי הגלם לתחום הפעילות

817

חומר הגלם העיקרי המשמש חברות תעופה הינו דלק למטוסים (דס"ל) והוא מהווה את אחד ממרכיבי ההוצאה העיקריים של חברת תעופה לפרטים נוספים בנוגע לדלק ראו סעיף 951 להלן כמו כן, קיימת לחברה תלות בבואינג, כמפורט בסעיף 717 לעיל

מחסומי הכניסה והיצאה העיקריים של תחום הפעילות ושינויים החלים בהם

818

מחסומי הכניסה הרגולטוריים (הצורך במינוי מוביל נקוב והרשאות בנוגע לתדירות טיסות, קיבולת וכד') לגבי טיסות סדירות במטוסי מטען דומים במהותם למחסומי הכניסה הרגולטוריים לגבי טיסות סדירות במטוסי נוסעים, כל זאת כמפורט בסעיף 718 לעיל

להערכת החברה, בתחום טיסות המטען קיימת לגבי חלק מהמדינות מדיניות ליברלית יותר של מתן הרשאות על כן, להערכת החברה בתחום טיסות המטען עשוי מחסום כניסה זה להיות פחות משמעותי בחלק מהמדינות

מחסום כניסה נוסף בענף זה הוא ההשקעה הראשונית הגדולה יחסית הנדרשת להקמת חברת תעופה והפעלתה, לרבות רכישת מטוסים וכן השקעות משמעותיות שוטפות אחרות, לרבות חכירת מטוסים

מגבלות מחזיק מניית המדינה המיוחדת לעניין הקטנת צי מטוסי המטען של החברה מהווה חסם יציאה ייחודי לחברה לפרטים ראו סעיף 911 להלן

התחליף העיקרי להובלה אווירית במטוסי מטען הינו הובלת מטען בגחון מטוס נוסעים, הובלה ימית או שילוב של הובלה ימית לנמל יעד קרוב ומשם שינוע באמצעים יבשתיים בשנת 2014 לא חלו שינויים מהותיים בתחליפים להובלה באמצעות מטוסי מטען יצוין כי הובלה ימית מהווה תחליף משמעותי להובלת מטען באויר

מבנה התחרות בתחום הפעילות ושינויים החלים בו

8110

בשוק הישראלי חל בשנים האחרונות שינוי במבנה הענף בשל הגדלת ההיצע ללקוחות בעקבות כניסת חברות נוספות עם מטוסי מטען ייעודיים כמו כן, הרחבת הטיסות הסדירות לישראל וממנה במטוסי נוסעים המסוגלים לשאת גחונם מטען, עלולה להגביר את התחרות בתחום פעילות המטען יחד עם זאת, חלק מהגידול במטוסי הנוסעים הינו מפעילות של חברות Low Cost, אשר מפעילות טיסות מיעדים באירופה לישראל במטוסים צרי גוף אשר לרוב אינם נושאים מטען לפרטים נוספים ראו סעיף 87 להלן

השירותים בתחום הפעילות

82

בתחום הפעילות מציעה החברה שירותי הובלת מטענים באמצעות מטוסי מטען מישראל ליעדים בחו"ל ומיעדים בחו"ל לישראל, הובלת מטענים ממדינה זרה אחת למדינה זרה אחרת (חופש חמישי), לדוגמה מליאז' לניו יורק, או הובלת מטענים במסגרת חופש שישי (טיסות לא ישירות דרך יעדי ביניים במדינת האם של חברת התעופה), לדוגמה מאסיה לאירופה או לארה"ב עם חניית ביניים בישראל החברה הטיסה באמצעות מטוסי המטען מטענים בחופש שישי (בשנים 2011-2014) בהיקף זניח החברה מבחינה בין שלוש קבוצות יעדים עיקריות (1) צפון אמריקה, (2) אירופה, (3) המזרח הרחוק ומרכז אסיה

במהלך שנת הדוח, הציעה החברה בתחום הפעילות שירותי הובלת מטענים ליעד אחד באירופה בטיסות סדירות, שמונה יעדים לאירופה בטיסות שכר ויעד אחד בצפון אמריקה מעבר לכך, מציעה החברה שירותי הובלת מטענים ליעדים רבים נוספים באמצעות מטוסי הנוסעים של החברה או באמצעות שיתוף פעולה עם חברות תעופה אחרות וכן באמצעות הובלה יבשתית מנמל התעופה

תנועת המטענים במטוס המטען של החברה, לפי אזורים (טון) לשנה שהסתיימה ב-31 בדצמבר

2010	2011	2012	2013	2014	
36,139	33,675	32,533	32,749	32,071	אל-ומ- ישראל לאירופה
8,309	7,821	6,203	5,120	6,305	אל-ומ- ישראל לארה"ב
1,418	1,279	122	32	79	אל-ומ- ישראל למזרח הרחוק ומרכז אסיה
45,866	42,775	38,858	37,901	38,455	סה"כ

נתונים אלה אינם כוללים מטענים שהטיסה החברה שלא דרך נתב"ג במסגרת חופש חמישי ומטענים שהטיסה החברה דרך נתב"ג במסגרת חופש שישי החברה הטיסה באמצעות מטוס המטען מטענים בחופש חמישי בהיקף של 2 אלפי טון, 3 אלפי טון, 5 אלפי טון ו- 10 אלפי טון בשנים 2012, 2013, 2014 ו- 2011 בהתאמה החברה הטיסה באמצעות מטוס המטען מטענים בחופש שישי בהיקף זניח השווקים העיקריים של שירותי הובלת המטען הם ליבואנים, מפעלים תעשייתיים ולמגזר החקלאי

לצורך פיזור המטענים ממרכזי המטען שלה מפעילה החברה באירופה, באמצעות קבלני משנה, מערכת של הובלה במשאיות

בחודש יוני 2014, אישרו ועדת הביקורת ודירקטוריון החברה את מימוש האופציה של החברה להארכת ההתקשרות עם ממך - מסופי מטען וניטול בע"מ ("ממך") בהסכם מסגרת ("הסכם המסגרת") שנחתם ביום 3 בפברואר 2010 לתקופה נוספת, מיום 1 באפריל 2014 ועד ליום 30 ביוני 2018 בתנאי הסכם המסגרת ("יתקופת ההארכה") בתום כל שנה במהלך תקופת ההארכה, תהא רשאית החברה לבחור אם לסיים את ההתקשרות או להאריכה בתנאי הסכם המסגרת בשנה נוספת עד לתום תקופת ההארכה בהסכם המסגרת נקבעו תנאי ההתקשרות ביחס לשירותי המסוף הניתנים לחברה על ידי ממך אשר כוללים, בין היתר, ניטול מטענים, שינוע מטענים ואחסון מטענים

בחודש אוגוסט 2014 התקשרה החברה עם חברת Alliance Ground International, LLC (AGI) לאספקת שרותי מסוף ושינוע מטענים בתחנת JFK ארה"ב, לתקופה של 5 שנים, החל מחודש אוגוסט 2014 היקפו הכספי הכולל הצפוי של ההסכם הינו כ- 11.8 מיליון דולר

בחודש נובמבר 2014 התקשרה החברה עם חברת AviaPartner לאספקת שרותי מסוף ושינוע מטענים בתחנת ליאזי, בבליה, לתקופה של שנה (הארכת הסכם קיים), החל מחודש ינואר 2015 היקפו הכספי הכולל הצפוי של ההסכם הינו כ- 2.6 מיליון דולר

פילוח הכנסות ורווחיות שירותים

8 3

בשנת 2014 חל קיטון של כ-6% בהכנסות החברה מתחום הפעילות לעומת ההכנסות בשנת 2013, כאשר שיעור הגידול בתחום המטענים בנתב"ג במהלך שנת 2014 עמד על כ-4% לעומת שנת 2013 לפרטים בדבר נתונים אודות התפלגות הכנסות החברה ורווחיות (במאחד) לפי מגזרי הפעילות המדווחים של החברה בתחום ההובלה באמצעות מטוסי מטען ראו ביאור 33 לדוחות הכספיים

שירותים חדשים

8 4

החברה בוחנת, מעת לעת, אפשרות לקיים טיסות ליעדים חדשים ותגבור תדירות ליעדים קיימים, בהתאם לדרישות השוק

לקוחות, שיווק והפצה

8 5

עיקר מכירות החברה בתחום ההובלה באמצעות מטוסים המובילים מטען מבוצעות לסוכני מטען (בשנת 2014 כ- 90%) יתר המכירות מבוצעות ישירות ללקוחות הסופיים שאינם סוכני מטען

בתחום ההובלה באמצעות מטוסים המובילים מטען, לחברה אין לקוחות שהכנסותיה מהם מהווה 10% או יותר מסך הכנסות החברה

בנוסף, החברה הישראלית להקבצה (קונסולידציה) של מטענים (ACI או אק"י) שחלק ממניותיה מוחזקות על ידי החברה (ללא זכות לקבלת דיבידנד), עוסקת בהקבצה של מטעני אויר בנתב"ג והעברתם לחו"ל, בעיקר באמצעות החברה אק"י, כמו גם חברות אחרות הפועלות בתחום זה, מקבצת מטענים של שוגרים בודדים למטען אחד ובתור שוגר מוסרת אותו למשלוח לחברה

צבר הזמנות

8 6

ככלל, הטסת המטענים באמצעות מטוסי המטען נעשית בסמוך לביצוע הזמנת השירות על כן, אין לחברה בשנת 2014 צבר הזמנות בהיקף מהותי

תנאי התחרות בתחום הפעילות

871

(א) תחום ההובלה באמצעות מטוסי מטען מתאפיין בתחרות חריפה בין חברות תעופה המספקות שירותי הובלה בין אותם יעדים או יעדים חלופיים. חברות התעופה מתחרות בתחומים שונים, שהעיקריים שבהם הינם מחיר ההובלה, רמת השירות, לוח הזמנים של הטיסות ותדירות הטיסות.

(ב) בתחום הפעילות בישראל מתחרה החברה בקאל ובחברות זרות המפעילות מטוסי מטען נכון למועד הדוח, קאל פועלת בטיסות ליעדים שונים בארה"ב ואירופה. במהלך שנת 2014 החליפה קאל את שני מטוסי המטען שלה מדגם בואינג 747-200 בשני מטוסי מטען מדגם בואינג 747-400 בעלי צריכת דלק נמוכה יותר.

(ג) בשנת 2014 התחרה החברה בהובלת מטען במטוסי מטען לישראל וממנה עם שמונה חברות תעופה זרות (בנוסף לחברת קאל), אשר הפעילו מטוסי מטען בטיסות לישראל וממנה.

(ד) החברה מתחרה עם רוב חברות התעופה הסדירות המפעילות מטוסי נוסעים ומובילות מטען בגחון. בשנת 2014 עמד חלקה של החברה בתחום פעילות המטען בבטן מטוסי הנוסעים על כ- 46.4% לעומת 25.6% במטוס המטען.

(ה) בשנים האחרונות נוטה רשות התעופה האזרחית לאשר בקשות של חברות תעופה סדירות זרות להגדלת תדירות הטיסות שלהן לישראל כתוצאה מכך, ניכר גידול בקיבולת הטסת מטען בגחון מטוסי הנוסעים של חברות התעופה הזרות כאמור. גידול זה גורם להחרפת התחרות גם בתחום הובלת המטען.

(ו) בחודש נובמבר 2013 החלה חברת Silk Way להפעיל טיסת מטען שבועית בנתיב לבאקו (אזרבייג'אן) כטיסת שכר ובחודש נובמבר 2014 הוסיפה טיסת מטען שבועית שניה. תנועה זו מהווה תחרות לחברה בפעילות המטענים למזרח הרחוק וממנו.

מתחרים משמעותיים בתחום ההובלה באמצעות מטוסי מטען

872

למיטב ידיעת החברה, המתחרה המשמעותית של החברה, מבחינת נתח שוק, בתחום ההובלה באמצעות מטוסי מטען הינה קאל.

שיטות עיקריות להתמודדות עם התחרות

873

החברה פועלת במספר מישורים לשם הגדלת רווחיותה, תוך שימור והגדלת נתח השוק שלה וכן הגדלת היקף המטענים שהיא מובילה וביניהם:

- (א) התאמת לוח הזמנים, ככל שניתן, לעונתיות התנועה ושמירה על יציבות לוח הזמנים.
- (ב) הגברת תדירות הטיסות ליעדים מבוקשים והגדלת מספר יעדי הטיסות באמצעות שיתופי פעולה עם חברות אחרות.
- (ג) הצעת מחיר תחרותי.
- (ד) הגברת תדירות טיסות המטען של החברה בין שתי מדינות זרות.

בין הגורמים החיוביים המשפיעים או עשויים להשפיע על מעמדה התחרותי של החברה ניתן למנות את הגורמים הבאים הפעלת מטוס מטען מדגם 747-400 ייעודי, מותג חזק בשוק המקומי, רמה גבוהה של שירות, רמה גבוהה של ביטחון ובטיחות, מגוון יעדים בטיסות ישירות, יציבות לוח זמנים ודיוק מבצעי

בין הגורמים השליליים המשפיעים או עשויים להשפיע על מעמדה התחרותי של החברה ניתן למנות את הגורמים הבאים מתן הסמכה בישראל למתחרים נוספים או ליעדים נוספים, שינויים רגולטוריים המגבילים אפשרות לעריכת הסכמי שיתוף פעולה עם חברות תעופה אחרות או מונעים מימוש זכויות טיס, כניסת מתחרים זרים חדשים, הגדלת קיבולת ההטסה של חברות זרות (לרבות בחופש חמישי ושישי), מגבלות ודרישות ביטחון, הרעה במצב הכלכלי, הבטחוני והפוליטי בישראל

עונתיות

8 8

תחום הפעילות מאופיין בתנודתיות עונתית עקב משקלו היחסי הגבוה של היצוא החקלאי מסך היצוא באמצעות מטוסי מטען להלן מובאים נתונים על התפלגות הכנסות החברה ממטוס המטען לפי רבעונים

שנת 2014

שנה	הרבעון (במיליוני דולר)				שנתי (במיליוני דולר)
שנה	ינואר-מרץ	אפריל-יוני	יולי-ספטמבר	אוקטובר-דצמבר	ינואר- דצמבר
2014	18 6	17 0	16 5	17 8	69.9
% מתחום הפעילות	26 6%	24 3%	23 6%	25 5%	100%

שנת 2013

שנה	הרבעון (במיליוני דולר)				שנתי (במיליוני דולר)
שנה	ינואר-מרץ	אפריל-יוני	יולי-ספטמבר	אוקטובר-דצמבר	ינואר- דצמבר
2013	18 4	16 7	15 6	19 7	70.4
% מתחום הפעילות	26 1%	23 7%	22 2%	28 0%	100%

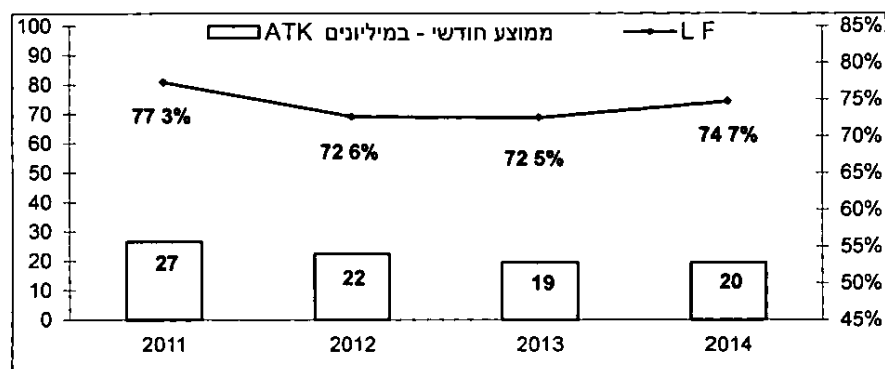
כושר יצור

8 9

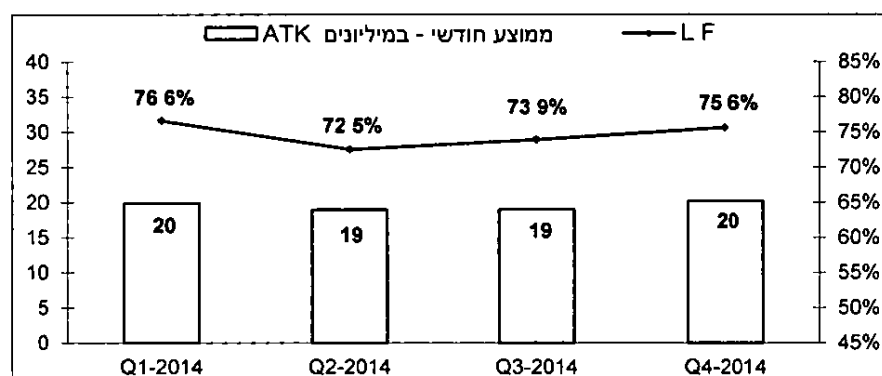
מדי התפוקה המקובלים בהובלת המטען התעופתי באמצעות מטוסי מטען הם שיעור התפוסה $(Load\ Factor)^{32}$ ו-טון-ק"מ זמין $(ATK)^{33}$ יודגש, כי אינדיקטור שיעור התפוסה מחושב אך ורק בהתאם למשקל המטען ואינו מתחשב בנפח המטען

³² מחושב על ידי טון-ק"מ מוטס (RTK) - המשקל בטונות של מטען בתשלום כפול מרחק הטיסה) כאחוז מטון-ק"מ זמין (ATK) - הקיבולת הזמינה להובלה של מטען כפול המרחק המוטס)

³³ הקיבולת הזמינה להובלה של מטען כפול המרחק המוטס $(Available\ Ton\ Kilometer)$



להלן גרף המתאר את שיעור התפוסה הממוצע ומדד הטון-ק"מ זמין של החברה בממוצע לרבעון בשנת 2014



צי מטוסים

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בחודש יוני 2013 חתמה החברה על הארכת הסכם החכירה של מטוס המטען מדגם 747-400F (ELF) עם חברת Banc of America Leasing Ireland Co Limited לתקופה נוספת בת 72 חודשים, החל מיום 1 באוגוסט 2013, כאשר נתונה לחברה אופציה לסיום החכירה לאחר 48 חודשים

בנוסף, החברה חוכרת לפי הצורך מטוסי מטען ב"חכירה רטובה" (חכירת מטוס על צוות)

סך הוצאות החכירה של מטוסים על ידי החברה בתחום פעילות זה הסתכמו בכ- 8.7 מיליון דולר בשנת 2012, בכ- 10 מיליון דולר בשנת 2013 ו- 13 מיליון דולר בשנת 2014

חומרי גלם וספקים

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חומר הגלם העיקרי של החברה הוא דלק. לפרטים נוספים ראו סעיף 9.5.1 להלן בתחום מטוסי המטען מפעילה החברה בתחנותיה השונות בעולם ספקים העוסקים בפריקה והעמסה של המטוס, באחסון המטען במחסנים, באספקת ציוד מוטס וחומרים מתכלים לשימוש שוטף ובהובלה יבשתית של המטען מהלקוח לנמל התעופה ולהיפך. שיעור ההוצאה בגין התקשרויות עם ספקים אלה עמד בשנת 2014 על כ-16% מהוצאות תחום הפעילות. בשנת 2014 אין לחברה תלות בספק יחיד

רכוש קבוע ומתקנים

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מקרקעין

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(א) בבעלות החברה שטח של כ-1,560 מ"ר בבית אל על הממוקם ברחוב בן יהודה 32 בתל אביב, אשר שימש עד לאחרונה כמשרדי סניף ישראל של החברה והושכר לאחרים (לפרטים ראו סעיף (ו) להלן) בנוסף, בבעלות החברה משרדים בספרד (מדריד) ובארגנטינה (בואנוס איירס) בשטח כולל של כ-269 מ"ר

(ב) העלות השנתית עבור שכירת השטחים בישראל הינה כ-8,200 אלפי דולרים עבור שטח בנוי של כ-88,000 מ"ר (מתוכם כ-80,000 מ"ר בקמפוס אל על) להלן פירוט נכסי מקרקעין מהותיים שהחברה שוכרת בישראל

הנכס	הצדדים להסכם	התמורה	תקופת החוזה ואופציה להארכה
מתחם קמפוס אל על בנתבי"ג בשטח בנוי של כ-80,000 מ"ר על קרקע של כ-290 דונם ראו סעיף (ג) להלן	הסכם הרשאה בין רשות שדות התעופה (המרשה) לבין אל על (בת הרשות)	כ-2 4 מיליון דולר ארה"ב עבור מרכיב הקרקע והמבנים לשנת 2014	תוקף ההסכם עד 31 בדצמבר 2010 כמו כן, קיימת אופציה להארכה לתקופה נוספת של 25 שנה החברה הודיעה על רצונה לממש ההארכה לעיל בהתאם להסכם ונמצאת בתהליך של משא ומתן מול רשיית לגבי הארכת החוזה לתקופה נוספת
מחסן של"ן בנתבי"ג בשטח בנוי של כ-2,600 מ"ר בתוספת של כ-1,750 מ"ר רחבה תפעולית	הסכם הרשאה בין רשות שדות התעופה (המרשה) לבין אל על (בת הרשות)	דמי שימוש שנתיים בסך של כ-2 5 מיליון ₪	תוקף ההסכם הוארך עד 31 בדצמבר 2016
שטחים בטרמינל 3 בנתבי"ג- א שטח עבור טרקלין המלך דוד ושטחים אחרים ראו סעיף (ד) להלן ב שטחים תפעוליים אחרים בטרמינל 3 ג שטחים בטרמינל 1 נתבי"ג, טרמינל אילת ועובדה – שטחים בהיקף כולל של כ-140 מ"ר (לטובת טיסות לאילת)	הסכם הרשאה בין רשות שדות התעופה (המרשה) לבין אל על (בת הרשות) הסכם הרשאה בין רשות שדות התעופה (המרשה) לבין אל על (בת הרשות) הסכם הרשאה בין רשות שדות התעופה (המרשה) לבין אל על (בת הרשות)	דמי שימוש שנתיים בסך של כ-18 מיליון ₪ כ-8 7 מיליון ₪ בשנה סה"כ עלות שנתית של כ-2 0 מיליון ₪	תוקף ההסכם הינו עד ליום 31 בדצמבר 2014 ומתנהל משא ומתן להארכתו נחתמו הסכמים למתן הרשאה בשטחים האחרים, לתקופה של כ-10 שנים, החל מיום 2 בנובמבר 2004 תוקף ההסכם הינו עד ליום 1 בנובמבר 2014 ומתנהל משא ומתן להארכתו ההסכמים הינם לתקופות שונות
שטחים בנתבי"ג עבור פעילות החברה בתחום הטסת המטענים, הכוללים מתחם בבניין ממך בשטח כולל של כ-445 מ"ר	הסכם בין אל על לבין ממך - מסופי מטען וניטול בע"מ	דמי שימוש שנתיים בסך של כ-3 0 מיליון ₪ בחוזה שקלי	תוקף ההסכם הינו עד ליום 31 בדצמבר 2014 ומתנהל משא ומתן להארכתו
סניפי אל על ברחבי הארץ בשטחים כוללים של כ-1,500 מ"ר (לא כולל שטחי חניה)	בעלים שונים מול החברה	סה"כ עלות שנתית של כ-2 1 מיליון ₪	ההסכמים הינם לתקופות שונות

(ג) זכויות שימוש בקרקע בנמל התעופה בן גוריון (נתב"ג)

נמל התעופה בן - גוריון (נתב"ג) משמש כנמל האם וכבסיס המבצעים המרכזי של החברה בנתב"ג ממקמים המשרד הראשי של החברה, מוסכי המטוסים (האנגרים), רחבות חניה למטוסים, בתי מלאכה, מחסנים ושאר משרדי החברה ומתקניה רוב המשרדים, מוסכי המטוסים ושאר המבנים שבשימוש בנתב"ג נבנו על ידי החברה על קרקע, שהחברה הינה בת-רשות לגביה לזמן ארוך

מכוח הסכם עם רשות שדות התעופה (רש"ת) מיוני 1992, כפי שתוקן בחודש פברואר 1995, יש לחברה זכות שימוש (הרשאה) בקרקע בשטח של כ-290 דונם בנתב"ג, וזאת עד ליום 31 בדצמבר 2010 תקופה זו ניתנת להארכה לתקופה נוספת של עד 25 שנה סך הכל, על פי תנאי החוזה או בתנאים אחרים כפי שיוסכם עם רש"ת מימוש האופציה יחייב, כפי הנראה, תשלום מס רכישה החברה נמצאת במשא ומתן עם רש"ת בעניין ההארכה כאמור

על פי ההסכם הנ"ל, מאפשרת רש"ת לחברה להשתמש בנכס ובדרכי הגישה אליו וכן מאפשרת לחברה להפעיל בנכס ו/או באמצעותו שירותי חברת תעופה על פי ההסכם, לרש"ת זכות לדרוש מהחברה לפנות שטח ו/או מבנה שיידרש לה לתפעול נמל התעופה, בטיחותו, פיתוחו או בטחונו

בשנת 2005 שילמה החברה תמורת זכות השימוש הנ"ל דמי הרשאה בסך של 960 אלפי דולר והחל משנת 2006 ואילך דמי ההרשאה הוגדלו ב-4% מדי שנה עד לתום תקופת החוזה, ובלבד שהתשלום השנתי המקסימלי לא יעלה על 4 מליון דולר בהתאם לתיקון ההסכם מיום 19 באוקטובר 2004, בנוסף לתשלום בעבור הקרקע, תשלום החברה לרש"ת דמי שימוש שנתיים בעבור מבנים ומתקנים מסוימים, אשר לגביהם הסתיימה תקופת הפחת התשלום הינו בשיעור שעולה באופן הדרגתי (בהתאם ובכפוף לכמות ולסוג המבנים שיסיימו את תקופת הפחת בכל שנה, לפי תקופת פחת של 40 שנה מיום הקמת המבנה) ההוצאה בשנת 2014 עמדה על סך של כ-2 4 מליון דולר

(ד) טרמינל 3

לפרטים בדבר הסכם ההרשאה להפעלת טרקלין אירוח נוסעי החברה בטרמינל 3 והסכמים למתן הרשאה בשטחים אחרים בטרמינל 3 ראו ביאור 26 ג (4) לדוחות הכספיים

במסגרת הפעלת טרמינל 3, נשקלה הקמת מרכז לתחזוקת מטוסים בסמוך לטרמינל 3 לצורך כך וכהיערכות למעבר לטרמינל 3, נחתם בחודש אפריל 2000 הסכם עקרונות בין החברה לרש"ת בדבר חכירת שטח של כ-20 דונם להקמת מרכז תחזוקה, האנגר ומבני עזר בסמוך לטרמינל 3 דירקטוריון רש"ת אישר את ההתקשרות, אך ההתקשרות היתה כפופה לחתימת הסכם מפורט בין הצדדים ואישור ההסכם על-ידי דירקטוריון החברה בחברה התקבלה פנייה מרשות שדות התעופה, ועל פיה רש"ת לא תוכל לקיים את ההסכם ולאפשר לחברה הקמת האנגר למטוסים גדולים במיקום שנקבע לאור פנייה זו, הצדדים מצויים במשא ומתן לשם מציאת פתרון מקובל

(ה) שכירות מקרקעין בעולם

להלן פירוט נכסי מקרקעין שהקבוצה שוכרת בעולם (ללא שטחי ביטחון) נכון ליום 31 בדצמבר 2014

קטגוריה	שטח במ"ר	עלות באלפי דולרים
המזרח הרחוק	930	460
אירופה	4,940	2,990
אמריקה הצפונית ודרא"פ	3,390	2,300
סה"כ דמי שכירות בעולם	9,260	5,750

החברה שכרה אולם עבור הטרקלין בשדה התעופה ניוארק, בשטח של כ- 350 מ"ר, עבור אירוח נוסעיה בשדה, בעלות שנתית של כ- 350 אלפי דולר

החברה שכרה שטח למשרדי החברה בניו יורק, במקום המשרדים הנוכחיים במרכז מנהטן, החל מחודש מרץ 2014 שטח המשרדים החדשים הינו כ- 850 מ"ר (במקום 1,800 מ"ר) ובעלות שנתית ממוצעת של כ- 500 אלפי דולר (לעומת עלות שנתית ממוצעת בעבר של כ- 750 אלפי דולר)

(ו) בית אל על בתל אביב

החברה העבירה את המשרדים מבית אל על בתל אביב למתחם טרמינל פארק באור יהודה, זאת החל מחודש מאי 2013 חנות המכר הועברה לשטח מסחרי בבניין לשימור בשדרות רוטשילד 27 בתל אביב החל מחודש פברואר 2013 שטחי המשרדים והמסחר בבית אל על הושכרו לתקופה של 5 שנים, בתוספת 2 תקופות אופציה

אביזרים, חלפים ומנועים להחלפה

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החברה מחזיקה במחסניה אביזרים, חלפים ומנועים להחלפה, שעלותם המופחתת נכון ליום 31 בדצמבר 2014 הינה כ- 101 5 מיליוני דולר בשנים האחרונות החלה החברה לרכוש שירותי תמיכה לוגיסטית חיצונית על ידי ספקים ייעודיים בחו"ל, כהשלמה לחלקי חילוף הנרכשים על ידי החברה לפרטים נוספים בדבר רכוש קבוע ראו ביאור 14 לדוחות הכספיים

ביטוח

9 2

הכיסוי הביטוחי של החברה מתייחס בעיקרו לשני היבטים ביטוח רכוש החברה לסוגיו וביטוח אחריות חוקית לנזק לגוף ולרכוש

ביטוח חבויות חברת תעופה (Airline Liability) של החברה, לרבות הכיסוי הביטוחי לנזקי צד ג' מפעולות טרור ומלחמה, מוגבל לתקרה של 1,500 מיליון דולר לכל מקרה (occurrence) להערכת החברה יש בכיסויים הנ"ל כדי לתת כיסוי ביטוחי נאות לפעילותה

הביטוח של גוף המטוסים שבבעלות או שרות החברה, מפני כל הסיכונים (Hull All Risk Insurance), וכן ביטוח מפני אבדן או נזק של מטוסים שהחברה הסכימה להיות אחראית לביטוח

שלהם, הינו על בסיס "ערך מוסכם" של כל מטוס ומטוס וכולל רמות של כיסוי עצמי המקובלות בענף התעופה

הביטוח של גוף המטוסים נגד סיכוני מלחמה וסיכונים דומים מכסה, בין היתר, פעולות מלחמה, מעשי איבה, מלחמת אזרחים, שביתות, מהומות, נזק שנגרם בזדון, חטיפה והחרמה

בנוסף, מבטחת החברה בביטוחים שונים, אשר להערכת החברה יש בהם כדי לתת כיסוי ביטוחי מתאים לסיכונים העיקריים להם חשופים החברה ועובדיה המדובר בפוליסות לביטוח חבות מעבידים, ביטוח מבנים מפני אש, רעידות אדמה וכדומה, ביטוח בריאות ותאונות אישיות לעובדי החברה ועוד הפוליסות מתחדשות מדי שנה בשנה

לפרטים בדבר התקשרויות עם בעלת השליטה - כנפיים – בהסכם לביטוח משותף ראו ביאור 34 ג 1 (א) לדוחות הכספיים

העלות הכוללת לחברה בגין פרמיות ביטוח בשנת 2014 היתה כ- 6 מיליון דולר

נכסים לא מוחשיים

9 3

לחברה בעלות בישראל בסימן המסחר "אל על" / "EL AL" המהווה את מותג העוגן של החברה, בשם ובלוגו המעוצב של החברה תוקפו של רישום סימן מסחר בישראל הינו לתקופות מוגבלות הקבועות בחוק, וניתן לחדשו בתום כל תקופה בנוסף, לחברה בעלות בסימן המסחר "EL AL" (בשם ובלוגו המעוצב) גם בארה"ב ובמדינות אחרות ברחבי העולם להערכת החברה, אורך החיים הכלכלי של סימן המסחר "אל על" הינו רב שנים, לנוכח היותו חלק משם החברה, שנות השימוש הרבות בסימן זה ומעמדו הדומיננטי בשוק

בנוסף, אל על נמצאת בהליך מתקדם של רישום סימן המסחר "UP" ועבור "תיירים פלוס" ו-"economy class plus"

על שם החברה נרשמו שמות דומיין שונים באינטרנט, בארץ ובחו"ל, אשר תוקפם לתקופות משתנות, בהתאם לכללי הרישום במדינות השונות, עם אופציה להארכה

לפרטים בדבר זכויות השימוש של החברה בציוד בטחוני ראו ביאור 15 לדוחות הכספיים

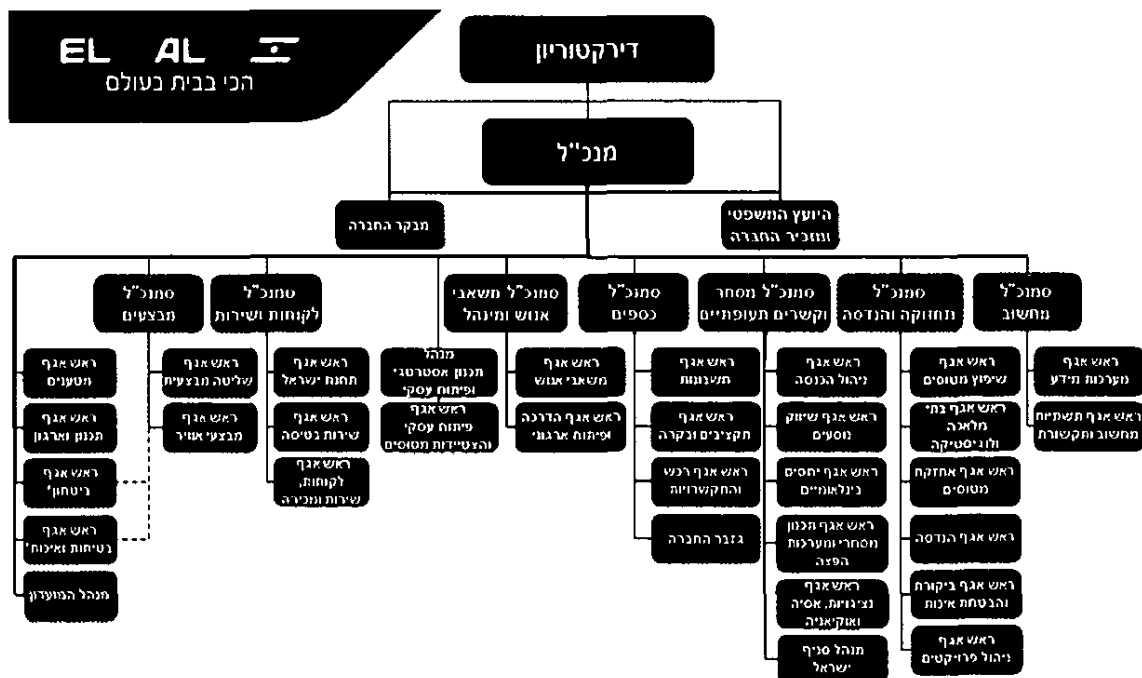
הון אנושי

9 4

המבנה הארגוני

9 4 1

הניהול השוטף של ענייני החברה מופקד בידי מנכ"ל החברה, הנעזר לצורך מילוי תפקידו בצוות הנהלה, המשמש כמטה הראשי של החברה ומורכב מסמנכ"ל כספים, סמנכ"ל תחזוקה והנדסה, סמנכ"ל מסחר וקשרים תעופתיים, סמנכ"ל משאבי אנוש ומינהל, סמנכ"ל שירות ולקוחות, סמנכ"ל מבצעים, סמנכ"ל מחשוב, היועץ המשפטי ומזכיר החברה ומבקר החברה לפרטים בדבר תנאי העסקתו של מנכ"ל החברה ראו ביאור 34 ה לדוחות הכספיים



- רא"ג ביטחון ורא"ג בטיחות ואיכות כפופים למנכ"ל ומתואמים ע"י סמנכ"ל מבצעים

העובדים המועסקים

9 4 2

ביום 31 בדצמבר 2014 הועסקו בחברה 5,923 עובדים, מתוכם 3,788 עובדים קבועים [מתוכם 307 עובדים בנציגויות החברה בחו"ל (כולל 24 מוצבים ישראלים)] ו-2,135 עובדים זמניים (מהם 100 בחו"ל)³⁴ להלן פירוט העובדים הקבועים והזמניים נכון ל- 31 בדצמבר 2014 ול- 31 בדצמבר 2013

תפקיד	31 בדצמבר 2014	31 בדצמבר 2013
עובדים קבועים	3,788	3,757
עובדים זמניים	2,135	1,992
סה"כ עובדים	5,923	5,749

העונות החרפה בענף מחייבת לווסת את כוח-האדם, דבר הנעשה, בהתאם לביקושים, באמצעות מספר משתנה של עובדים זמניים במסגרת מערך הבטחון של החברה פועלים גם עובדים המועסקים באמצעות המדינה והחברה משלמת חלק משכרם (בהתאם לחלוקת הוצאות הבטחון בין החברה למדינה - לפרטים ראו סעיף 12 11 9 להלן)

³⁴ התפלגות העובדים הזמניים לפי תחומי עיסוק היתה: דיילי אוויר (943), מבצעי קרקע ושרות (681), תחזוקה והנדסה (217), שיווק, מכירות ומטענים (43), חו"ל (100), השאר (151) בתפקידים אחרים

להלן התפלגות עובדי החברה הקבועים בארץ ובחו"ל לפי תחומי עיסוק ליום 31 בדצמבר 2014 וליום 31 בדצמבר 2013

תפקיד	31 בדצמבר 2014	31 בדצמבר 2013
עובדים בכירים	44	41
שיווק, מכירות ומטענים	426	436
טייסים	551	511
דיילים	378	377
מבצעי קרקע, בטחון, שליטה, מבצעים ושירות	657	646
תחזוקה, שיפוץ, הנדסה וביקורת	1,114	1,121
שירותי עזר	618	625
סה"כ עובדים קבועים³⁵	3,788	3,757

9 4 3 תלות מהותית בעובד מסוים

לחברה אין תלות מהותית בעובד ו/או בנושא משרה מסוים

9 4 4 אימונים והדרכה

מרכז ההדרכה של החברה הוסמך כ"מכון הסמכה" לפי תקנות הטיס (מכון בדק, מכון הסמכה ואחזקה עצמית), תשל"ט - 1979 המרכז מכשיר עובדים ומקיים השתלמויות לרוב המקצועות הנדרשים על ידי החברה טייסים, טכנאי מטוסים, דיילים, קציני תנועה, דיילי קרקע, עובדי הזמנות וכרטוס, מנהלי שיווק ומכירות, ניהול בדרג התיכון וכדומה בנוסף, עורכת החברה קורסים והשתלמויות לסוכני נסיעות וסוכני מטען בישראל ובחו"ל

בשנת 2014 השקיעה החברה כ- 12 7 מיליון דולר באימונים ובהדרכת עובדים³⁶

9 4 5 תוכניות תגמול לעובדים

לפרטים ראו ביאור 27 לדוחות הכספיים

9 4 6 פטור מתחולת חוק יסודות התקציב

בקשת החברה לפטור מסעיף 29 לחוק יסודות התקציב, אושרה על-ידי שר האוצר וביום 17 במרץ 2005 אושרה על ידי ועדת הכספים של הכנסת

9 4 7 הסכמים קיבוציים מיוחדים

בנוסף לחקיקת העבודה ולצווי הרחבה, תנאי העבודה של עובדי החברה המועסקים בישראל, למעט העובדים הבכירים ועובדים אחרים המועסקים בהסכמים אישיים, מוסדרים בהסכמים קיבוציים מיוחדים הנחתמים מפעם לפעם בין החברה לבין הסתדרות העובדים הכללית החדשה (לעיל ולהלן "ההסתדרות") וכן בנהלים המפורסמים מעת לעת על ידי ההנהלה

³⁵ כולל עובדים קבועים בדור א' ובדור ב' (דור המשך)

³⁶ עלות זו כוללת את תקציב ההדרכה הישיר, תשלומי אימון בסימולטורים כולל הוצאות נלוות וכן את שכר העובדים במהלך ימי ההדרכה שלהם

תוקפו של ההסכם הקיבוצי שנחתם בחודש נובמבר 2008, פג ביום 31 בדצמבר 2012. דיונים לחידוש ההסכם מתקיימים בין הצדדים, זאת החל מחודש נובמבר 2012. בתקופה האחרונה נוהל משא ומתן עם הנציגות הכללית וכן עם מגזרים שונים בחברה (מהנדסים, אצ"א ותחזוקה), זאת בתיאום עם ההסתדרות. בשלב זה, אין התקדמות מהותית אך השיחות נמשכות, הן באופן רחבי כמו גם במגזרי

בחודש ינואר 2014, הגישה החברה לבית הדין האזורי לעבודה בקשת צד בסכסוך קיבוצי ובקשה למתן סעד זמני, בשל עיצומי טייסים שנקטו החל מחודש דצמבר 2013.

העיצומים באו לידי ביטוי בדיווח חריג בהיקפו על "מחלות" בטיסות ליעדים מסויימים (הן של טייסים שכבר הוצבו לטיסות ובשל הדיווח על המחלה לא יכלו לבצע את הטיסה והן של טייסים אשר היו ב"מצב הכן" (stand by) ואשר אלמלא דיווחו על מחלה היו נדרשים לבצע את הטיסה במקום הטייסים אשר חלו) ובחוסר היענות לבקשות החברה לסייע באיוש הטיסות שהקברניטים אשר שובצו אליהן דיווחו על "מחלה" בדיון שהתקיים בבית הדין לעבודה בתל אביב התחייבו נציגי אצ"א בנציגות העובדים להנחות את הטייסים לחזור לעבוד כפי שעבדו לפני חודש ספטמבר 2013. ביום 9.2.2014 נאלצה החברה להגיש בקשה נוספת לבית הדין ובדיון שהתקיים ביום 11.2.2014 הסתדרות העובדים ונציגות העובדים כי ינחו את כל הטייסים לבצע עבודתם כסדרה וכפי שבוצעה לפני חודש ספטמבר 2013. כמו כן, הצדדים התחייבו לשמור על יחסי עבודה תקינים והוגנים לטובת החברה, לקוחותיה ועובדיה. בנסיבות אלה, ביקשה החברה למחוק את בקשת הצד וביום 16 במרץ 2014 נמחקה בקשת הצד.

ביום 11 במאי 2014 נחתם הסכם עקרונות עם נציגי הטייסים בנציגות עובדי אל על. מהות מזכר ההבנות הינה הסכמה על פעולות לשיפור אורחות החיים של טייסי צי 737 מחד ורתימת הטייסים בצי לאיוש כל הטיסות ומימוש תכנית הטיסות המסחרית של החברה מאידך. בימים שקדמו לחתימת ההסכם כאמור, אירעו שיבושים בלוח טיסות החברה עקב מחסור בטייסים עד כדי ביטול מספר קטעי טיסה. החברה פעלה על מנת לצמצם את הפגיעה בלקוחות, בין השאר על ידי איחוד טיסות, שינויים בהצבת המטוסים, חכירה רטובה מחברות תעופה אחרות ועוד.

בהתאם להחלטת הארגון הבינלאומי לתעופה אזרחית (ICAO), ביום 13 בנובמבר 2014 נכנסה לתוקף החלטת הארגון בדבר תיקון אמנת שיקגו שבעקבותיו טייסים שעברו את גיל 65 לא יהיו רשאים עוד להטיס מטוסים בטיסות מסחריות. בעקבות החלטת ICAO, החליט מנהל רשות התעופה האזרחית ביום 13 באוגוסט 2014, כי ישראל תהיה מחויבת לסטנדרט הבינלאומי החדש מרגע כניסתו לתוקף, כי החל מכניסת החלטת ICAO לתוקף יתבטלו כל הפטורים האישיים שניתנו על ידו לטייסי החברה (אשר אפשרו להם לטוס, על אף הוראות תקנות הטיס, מעבר לגיל 65 כטייסי משנה) וכי מנהל רת"א לא ייתן עוד פטור מהוראות תקנות הטיס לטייסים שיגיעו לגיל 65. בעקבות החלטה זו, הגיש האיגוד הארצי לטייסי נתיבי אוויר בישראל עתירה לבית המשפט לעניינים מנהליים במחוז מרכז, כנגד החלטת רת"א. ביום 13 בנובמבר 2014 דחה בית המשפט את העתירה, ככל שהיא נוגעת להחלטת רת"א לפיה הסטנדרט הבינלאומי החדש מחייב גם את ישראל, ממועד כניסתו לתוקף, אך קיבל את העתירה לגבי החלטת רת"א לבטל את הפטורים האישיים שניתנו והצהרה להימנע מלהעניק פטורים על החלטה זו הוגש ערעור לבית המשפט העליון, אשר טרם הוכרע.

במקביל, בעקבות כניסת הסטנדרט הבינלאומי לתוקף כאמור, החלו טייסי החברה לנקוט בעיצומים. ביום 17 בנובמבר 2014 הוגשה על ידי החברה בקשה לבית הדין האזורי לעבודה בתל אביב לאור קושי באיוש טייסים בטיסות החברה, אשר נבע מחוסר היענות של טייסים לפניית החברה. ביום 17 בנובמבר 2014 נתן בית הדין צו ארעי במעמד צד אחד בו קבע כי נציגות העובדים וההסתדרות יימנעו מכל פעולה ארגונית או אחרת שיש בה כדי להפריע למהלך העבודה התקין בחברה. ביום 18 בנובמבר

2014 התקיים דיון בבקשת הצד, במהלכו הצהירו ההסתדרות ונציגות העובדים כי לא מתקיימים עיצומים בחברה בהתבסס על הצהרה זו, הוסכם על הצדדים כי בקשת הצד מוצתה

כמו כן, הוגשה על ידי ההסתדרות העובדים בקשת צד בסכסוך קיבוצי למתן סעדים לפיהם החברה תפעל להשיב לטייסיים שמלאו להם 65 את היתרי העסקתם מרשות התעופה האזרחית ותימנע משינוי תנאי העסקתם כמו כן, התבקש בית הדין לקבוע כי פרק הקרקוע שבהסכם הקיבוצי חל על טייסיים שמלאו להם 65 ושאינם יכולים עוד לשמש כטייסיים בעקבות כניסת הסטנדרט הבינלאומי לתוקף בשבועות הקרובים צפוי להינתן פסק דין בבקשת הצד

בחדש ינואר 2015 הגישה החברה בקשת צד בסכסוך קיבוצי ובקשה למתן סעדים זמניים וסעדים ארעיים נגד ההסתדרות ונציגות העובדים, בטענה כי טייסי החברה נוקטים בעיצומים ובשביתה שלא כדין ביום 21.1.2015 נתן בית הדין האזורי החלטה בבקשה למתן צו זמני, בה נקבע כי טייסי החברה נקטו בפעולה מאורגנת ומתואמת, המהווה שביתה שלא כדין. בכך, נעתר בית הדין לבקשת החברה והוציא צווי מניעה זמניים. ההסתדרות ונציגות העובדים הגישו בקשת רשות ערעור לבית הדין הארצי, אך הבקשה נדחתה

בחדש מרץ 2015 הוגשה בקשת צד בסכסוך קיבוצי ובקשה למתן סעדים זמניים על ידי ההסתדרות כנגד החברה, בטענה כי החברה אינה רשאית לשבץ את טייסי החברה להדרכות הכוללות שהייה של למעלה מ- 9 ימים מחוץ לבסיס בית הדין הורה על איחוד הדיון בבקשה לסעדים זמניים ובבקשה העיקרית ביום 22 במרץ 2015 קיבל בית הדין את בקשת ההסתדרות למחיקת הבקשה

כמו כן, הוגשה בקשת צד בסכסוך קיבוצי ובקשה למתן סעדים זמניים על ידי ההסתדרות ונציגות העובדים כנגד החברה, בטענה כי החברה מפרה את הוראות ההסכם הקיבוצי בכך ששינתה באופן חד צדדי את תכניות ההדרכה וכפועל יוצא – את הרכבי הצוותים. כן נטען בבקשת הצד כי החברה ביצעה חכירה של מטוס מטען ללא היוועצות, בניגוד למחויבותה בית הדין הורה על איחוד הדיון בבקשה לסעדים זמניים ובבקשה העיקרית, אשר נערך ביום 3.16.2015 ונקבע מועד למתן סיכומים בתיק ביום 23 במרץ 2015 קיבל בית הדין את בקשת ההסתדרות למחיקת הבקשה ביחס לחכירת מטוס המטען

לפרטים נוספים בדבר הסכמי עבודה קיבוציים ראו ביאור 21ב(12) לדוחות הכספיים

הסדרים פנסיוניים

9 4 8

לפרטים נוספים בדבר הסכם הפנסיה, הסכם ביטוח מנהלים, הגרעון בנושא פיצויי פיטורים וכיסוי ופירוט התחייבות החברה בשל הטבות לעובדים ראו ביאור 21ג לדוחות הכספיים

תיקוני חקיקה בתחום יחסי עבודה

9 4 9

בחדש ינואר 2014 פורסם תיקון מספר 10 לחוק למניעת הטרדה מינית, התשנ"ח-1998, אשר תכליתו מניעת הטרדה המבוצעת באמצעים טכנולוגיים שונים (תצלום, סרט או הקלטה של אדם), אשר זמינותם התרחבה מאד בשנים האחרונות

כמו כן, בחדש פברואר 2014 חתם שר הכלכלה על צו הרחבה, אשר הרחיב לכלל המשק את הוראות ההסכם הקיבוצי מחודש יולי 2013, אשר משמעותו שיפור מיידי וניכר בתנאי העסקתם של עובדי נקיון המועסקים באמצעות קבלנים, לרבות עליית שכר, זכויות לקרן השתלמות, הגדלת הפרשות המעסיקים לקרן פנסיה, הגדלת תשלום דמי הבראה ועוד. לשינוי זה יש משמעות גם כלפי מזמיני השירות, אשר מוטלת עליהם החובה לפרט בהסכם ההתקשרות עם הקבלן, בין היתר, את רכיבי

השכר שישלם הקבלן לעובדיו ואת עלות השכר המינימאלית וכן לוודא כי הקבלן לא יקבל תשלום גרעוני

בחודש מרץ 2014 נכנס לתוקף תיקון לחוק דמי מחלה (היעדרות בשל מחלת ילד), תשנ"ג-1993, אשר הרחיב את זכאותו של עובד להיעדר מהעבודה מחמת מחלת ילד שהוא אדם עם מוגבלות וכן לצורך סיוע אישי לאדם עם מוגבלות

בחודש אפריל 2014 תוקן חוק שכר שווה לעובדת ולעובד, כך שכל גוף שמוטלת עליו חובת דיווח לפי חוק לפרסם מידע או לדווח על שכר עובדים ונושאי משרה - יכלול בדיווח האמור התייחסות גם למין העובדים חובה זו חלה, בין היתר, על תאגיד שניירות הערך שלו הוצעו לציבור על פי תשקיף או נסחרים בבורסה

בחודש מאי 2014 נכנס לתוקפו תיקון לחוק עבודת נשים, תשי"ד-1954, אשר הרחיב את ההגנה מפני פיטורים הניתנת לעובדים העוברים טיפולי פוריות לאחר התיקון, עומדת לכל העובדים הגנה מפני פיטורים בשל טיפולי פוריות בגין שתי לידות אצל אותו מעסיק או אותו מקום עבודה, ללא קשר למספר הילדים שיש כבר לעובדים אלו מאותו בן/בת זוג או מבני זוג אחרים

בחודש ספטמבר 2014 חתם שר הכלכלה על צו הרחבה, אשר הרחיב לכלל המשק את הוראות ההסכם הקיבוצי מחודש יוני 2014 צו ההרחבה קובע כי כל מעסיק שמעסיק יותר מ-25 עובדים, למעט המדינה, חייב לפעול לייצוג הולם של אנשים עם מוגבלות צו ההרחבה קובע מהו "ייצוג הולם" – החל מחודש ספטמבר 2015, יראו במעסיק אשר 2% מקרב עובדיו או יותר הם אנשים עם מוגבלות כגוף שיש בו ייצוג הולם והחל מחודש ספטמבר 2016, יראו במעסיק אשר 3% מקרב עובדיו או יותר הם אנשים עם מוגבלות כגוף שיש בו ייצוג הולם צו ההרחבה חל רק על מעסיקים המעסיקים 100 עובדים ומעלה

בחודש דצמבר 2014 תוקן חוק שוויון ההזדמנויות בעבודה, תשמ"ח-1988 כך שנוספה לו עילה חדשה של אפליה אסורה, והיא העילה של "מקום מגורים" מעסיק אינו רשאי להפלות עובד בשל מקום מגוריו

בחודש דצמבר 2014 תוקן גם חוק הודעה לעובד (תנאי עבודה), תשס"ב-2002 התיקון לחוק מטיל על מעסיק למסור למועמד לעבודה הודעה בכתב על שני הנושאים הבאים (1) התקדמות הליכי המיון לעבודה, (2) אי קבלתו של המועמד לעבודה

בחודש ינואר 2015 תוקן חוק שכר מינימום, באופן שבו יבוצע עדכון הדרגתי של שכר המינימום במשק, החל מיום 1 4 2015 (עדכון ראשון של שכר המינימום) ועד ליום 1 1 2017, אז יעמוד שכר המינימום במשק על סך של 5,000 ₪

זכאות לכרטיסי טיסה

9 4 10

על-פי תקנות יאט"א זכאים עובדי החברה עבורם ועבור בני ביתם, כולל עובדים שפרשו, לקבל כרטיסי טיסה שירות-חופשה (בחינם או בהנחה), שרובם על בסיס מקום פנוי זכות זו מעוגנת בהסכם העבודה (ולגבי נושאי משרה בכירה (למעט דירקטורים) - בהסכמי העבודה האישיים שלהם), בהסכמי הפרישה האישיים, בנהלי החברה ובהוראות מקצועיות של אגף משאבי אנוש מיכסת כרטיסי הטיסה בחינם או בהנחה מוגבלת על פי הוראות שבהסכם העבודה, בהסכמים האישיים או בהסכמי הפרישה ובהנלי החברה

9 4 11	<u>תכניות לפרישה מוקדמת של עובדים בהסכמה</u>	לפרטים בדבר תכניות לפרישה מוקדמת של עובדים בהסכמה ראו ביאור 21ד(1) לדוחות הכספיים
9 4 12	<u>עובדים מקומיים בנציגויות החברה בחו"ל</u>	לפרטים ראו ביאור 21ב(9) לדוחות הכספיים
9 4 13	<u>עובדים ישראלים המוצבים בחו"ל</u>	לפרטים ראו ביאור 21ב(8) לדוחות הכספיים
9 4 14	<u>שרותי ותשלומי רווחה</u>	בנוסף לשכר, מקבלים חלק מעובדי החברה הקבועים גם שירותי רווחה ותשלומי רווחה, הכוללים בין היתר סבסוד ארוחות לעובדים וגילום המס בקשר לכך, בדיקות רפואיות לעובדים, השתתפות בביטוח רפואי וסיעודי ובביטוח שיניים לעובדים, ביגוד, מדים והשתתפות חלקית בחינוך על תיכוני חלק מהטבות אלה ניתנות גם לעובדים זמניים
9 4 15	<u>מגבלות על חכירת מטוסים ב"חכירה רטובה"</u>	עובדים יכולים בתנאים מסוימים לקבל ערבויות להלוואות למטרות שונות. ההלוואות הן לתקופה של עד 60 חודשים וניתנות על ידי החברה ובנק יהב על פי תנאים שאושרו על ידי משרד האוצר
		על פי מכתב של מנכ"ל החברה מדצמבר 1999 ליו"ר האגף לאיגוד מקצועי של ההסתדרות, החברה תגביל עצמה לחכור בעתיד עד 4 מטוסים מחברות תעופה ישראליות, כך ששעות הטיסה שיבוצעו על ידי חברות התעופה הישראליות עבור החברה לא יעלו על 10% מסך כל שעות הטיסה הכולל של החברה (כולל שעות הטיסה שיבוצעו בחכירה רטובה על ידי חברות תעופה הישראליות ולא כולל מטוסים חכורים מחברות זרות) והן יפעלו בדגמי מטוסים מסוימים בנתיבים מ/א ישראל ליעדים שטווח הטיסה אליהם מישראל הינו עד 2,400 מייל ימי עוד נקבע כי החברה תמשיך לתכנן העסקתם של צוותי האוויר שלה בהיקף של 83 שעות טיסה לחודש בממוצע שנתי כפי שנהגה עד אותו מועד (כיום היקף התכנון עומד על 85 שעות טיסה לחודש) ובמקרה של שינוי משמעותי בנסיבות חיצוניות שיגרמו לצורך לשנות מדיניות זו, מנכ"ל החברה יבוא בדברים עם יו"ר האגף לאיגוד מקצועי של ההסתדרות, לפני שיקבל החלטה בנדון
		כמו כן, בחודש יולי 2001 נשלח מכתב של מנכ"ל החברה ליו"ר האגף לאיגוד מקצועי של ההסתדרות, ביחס למדיניות חכירת מטוסי מטען, המציין כי כאשר קיימת מגבלה של אי זמינות אצ"א או של מטוסים, תחכור החברה מטוסי מטען בהתאם לתנאים שפורטו במכתב כאמור
		בעניין זה הוגשו שתי בקשות צד בסכסוך קיבוצי על ידי איגוד עובדי התחבורה בהסתדרות בטענה כי החברה לא הייתה רשאית להתקשר בהסכם לחכירה רטובה של מטוס ישראלי לצורך הפעלת חלק מטיסות החברה לאילת ובטענה כי היא אינה רשאית לחכור מטוס עבור טיסות המשווקות על ידי חברת הבת סאן דור כיוון שלא נוהל משא ומתן מראש עם נציגות העובדים ולא התקבלה הסכמתם, בניגוד לאמור במכתב מנכ"ל החברה מחודש דצמבר 1999. הבקשות תלויות ועומדות בפני בית הדין לעבודה
		בחודש יולי 2014, הוגשה בקשת צד נוספת בסכסוך קיבוצי על ידי איגוד עובדי התחבורה בהסתדרות בטענה כי החברה מבצעת חכירות רטובות (של מטוסי ישראליים) לצורך הפעלת טיסות סאן דור, מבלי לקיים היוועצות או משא ומתן עם נציגות העובדים. לטענת החברה, כפי שהוגשה לבית הדין, לא

מדובר בחכירות רטובות, אלא בהסכמים לרכישת קיבולת טיסות שנחתמו בין סאן דור לבין ישראיר במישרין ואשר החברה איננה צד להם, ומשכך לא קמה כל חובה לקיים היועצות בנושא מכל מקום, גם אילו היה מדובר בחכירה רטובה, עדיין, לעמדת החברה, מדובר בחכירה רטובה שאינה מצריכה היועצות קודמת הבקשה תלויה ועומדת בפני בית הדין הדיון בבקשות הצד שעניין ביצוע חכירות רטובות אוחד בחודשים הקרובים צפוי להינתן פסק דין בבקשת הצד המאוחדת

לפרטים בדבר הליך משפטי לעניין חכירה רטובה של מטוס מטען ראו סעיף 9 4 7 לעיל

נושאי משרה ועובדי ההנהלה הבכירה

9 4 16

חברי דירקטוריון החברה אינם עובדי החברה

יו"ר הדירקטוריון

מר עמיקם כהן מכהן כיו"ר דירקטוריון החברה, החל מיום 1 בפברואר 2009 לפרטים בדבר הסכם העסקתו של יו"ר דירקטוריון החברה, לרבות עדכון תנאי העסקתו כפי שאושרו באסיפה הכללית של החברה מיום 8 בינואר 2014, ראו ביאור 27ה(2) לדוחות הכספיים של החברה

דירקטורים

נכון למועד פרסום הדוח, מכהנים 9 חברים בדירקטוריון החברה

ביום 12 בנובמבר 2014, התקיימה אסיפת בעלי מניות שנתית ומיוחדת אשר קיבלה, בין היתר, את ההחלטות הבאות: לאשר את מינויים מחדש של הדירקטורים המכהנים בדירקטוריון החברה (למעט דח"צים) ה"ה עמיקם כהן, תמר מוזס בורוביץ, יהודה (יודי) לוי, פנחס גינזבורג, שלמה חנאל, סופיה קימרינג ורות דהן (פורטנוי) עד לתום האסיפה השנתית הבאה וכן לאשר את מינויו מחדש של פרופ' יהושע (שוקי) שמר, לתקופת כהונה נוספת (שלישית במספר) של 3 שנים, החל מיום 19 בנובמבר 2014

ביום 2 בדצמבר 2014 סיים מר יאיר רבינוביץ את כהונתו כדירקטור חיצוני בדירקטוריון החברה בעקבות פסק דין של בית המשפט המחוזי בירושלים אשר קבע כי מר רבינוביץ לא יוכל לכהן כדירקטור בחברות ציבוריות למשך תקופה של 5 3 שנים

ביום 18 בפברואר 2015, התקיימה אסיפת בעלי מניות מיוחדת אשר אישרה את מינויו של מר אייל חיימובסקי כדירקטור חיצוני בדירקטוריון החברה, לתקופת כהונה של 3 שנים, החל מיום 18 בפברואר 2015

מנכ"ל החברה

מנכ"ל החברה לשעבר, מר אליעזר שקדי, סיים כהונתו ביום 19 במרץ 2014

ביום 20 במרץ 2014 החל מר דוד מימון את כהונתו כמנכ"ל החברה מר דוד מימון כיהן כסמנכ"ל בחברה החל משנת 2005, כאשר החל משנת 2011 כיהן כסמנכ"ל מסחר וקשרים תעופתיים

לפרטים בדבר הסכמי העסקתם של מנכ"ל החברה ומנכ"ל החברה לשעבר, ראו ביאורים 25ה(3) ו-33ה(ה) לדוחות הכספיים

נושאי משרה בכירה

ביום 20 במרץ 2014 החלה גבי דגנית פלטי לכהן כסמנכ"ל כספים של החברה

ביום 1 במאי 2014 החל מר חנן מטסרו (אשר כיהן בשנים האחרונות כראש אגף תחנת ישראל בחברה) לכהן כסמנכ"ל משאבי אנוש ומינהל של החברה

ביום 1 בספטמבר 2014 החל מר יוסי ברזני לכהן כסמנכ"ל תחזוקה והנדסה של החברה

בחודש אוקטובר 2014, סיים מר שלי זהבי את תפקידו כסמנכ"ל מטענים והחל לכהן כסמנכ"ל מסחר וקשרים תעופתיים של החברה במקום מר זהבי מונה לתפקיד ראש אגף מטענים, מר רונן שפירא

ביום 31 בדצמבר 2014, השתנה המבנה הארגוני של החברה עם מיזוגה של חטיבת המכירות לחטיבת מסחר וקשרים תעופתיים וביום 28 בפברואר 2015 חדל מר עופר גת לכהן כסמנכ"ל מכירות עולמי של החברה

בנוסף למנכ"ל, מועסקים עובדים בכירים נוספים על פי הסכמי עבודה אישיים שכרם של העובדים הבכירים בהסכם אישי מתעדכן באופן שהמשכורת הכוללת צמודה למדד המחירים לצרכן ומעודכנת מדי שנה בשנה בחודש ינואר, בניכוי תוספות היוקר ששולמו

החברה נהגה לאשר לעובדים בכירים תוספת לפיצויי הפיטורים בשיעור של חודש לשנת עבודה ונכללה בגין כך הפרשה בדוחות הכספיים

תכנית אכיפה פנימית

לפרטים בדבר תכנית האכיפה הפנימית בתחום דיני ניירות הערך ודיני התאגידים ותכנית האכיפה בתחום ההגבלים העסקיים ראו סעיף ג 8 לדוח הדירקטוריון

מדיניות תגמול נושאי משרה בכירה

ביום 8 בינואר 2014 אישרה אסיפת בעלי המניות של החברה, ברב מיוחד, מדיניות תגמול נושאי משרה בכירה, בהתאם לתיקון 20 לחוק החברות לפרטים ראו סעיף ג 7 לדוח הדירקטוריון

חומרי גלם וספקים

9 5

דלק

9 5 1

(א) חומר הגלם העיקרי המשמש את החברה הינו דלק למטוסים (דס"ל) דלק למטוסים (דס"ל) הוא אחד ממרכיבי ההוצאה העיקריים של החברה, כבכל חברת תעופה בשנת 2014 היו הוצאות הדס"ל של החברה כ-39% מהוצאות ההפעלה של החברה (בדומה לשנת 2013)

(ב) מחיר הדס"ל משפיע מהותית על רווחיות החברה להערכת החברה, ברמת הפעילות ביום הדוח, כל עליה של 1 סנט במחירו של גלון דס"ל במשך שנה מגדיל את הוצאות החברה לדלק בכ-2 מיליון דולר

(ג) החל משנת 2001 החברה נוקטת בפעולות לגידור חלק מתצרוכת הדס"ל החזויה דירקטוריון החברה קובע את מדיניות החברה בנושא גידור מחירי הדס"ל, את תקופת הגידור ואת שיעור הגידור מתוך כלל צריכת הדס"ל לאותה תקופה, כאשר ועדה מיוחדת של דירקטוריון החברה לניהול סיכונים שוק בוחנת באופן שוטף את עסקאות הגידור שמבצעת הנהלת החברה מבקשת הצעות ממספר מוסדות פיננסיים וחברות דלק, עמם קשורה החברה בהסדרי מסגרת, מנהלת עימם משא ומתן מסחרי ומבצעת עימם את עסקאות הגידור ההתחשבות בין הצדדים מתבצעת אחת לתקופה, כאשר במידה והמחיר הממוצע בתקופה האמורה בשוק גבוה מהמחיר המגודר, מקבלת החברה חזר בגובה ההפרש במחיר במכפלת הכמות לאותה התקופה ואילו כאשר המחיר החודשי הממוצע בשוק נמוך מהמחיר המגודר, משלמת החברה את ההפרש

במכפלת הכמות לאותה התקופה בשנת 2014 שילמה החברה בעבור עסקאות גידור סך של כ- 22 מיליון דולר

(ד) במהלך שנת 2014 ירד מחירו הממוצע של הדלק הסילוני בשוק בשיעור של כ-9% 3 לפני פעילות הגידור השפעתה של ירידת מחירים זו על תוצאותיה הכספיות של החברה היא מהותית לפרטים ראו דוח הדירקטוריון

(ה) החברה רוכשת דלק בישראל ובח"ל בשנת 2014, רכשה החברה בישראל דלק משלושה ספקים שנבחרו בהליך של מכרז, כאשר כ-70% מרכישות הדלק שלה בישראל היו מאחד הספקים (חברת פז) לפרטים בדבר התקשרויות החברה בהסכמים לרכישת דלק ראו סעיף 12 9 להלן

(ו) החברה רוכשת בחו"ל את הדס"ל ממספר ספקים, ביניהם חברות דלק המספקות דס"ל במספר ניכר של שדות תעופה החוזים בחו"ל הם לתקופות של כשנתיים, למעט מקרים שבהם ניתן היה להתקשר לתקופה של שנה בלבד רוב החוזים נחתמים עם הספקים לאחר זכייתם במכרז ובעקבות ניהול מו"מ מסחרי אשר מנהלת החברה עם הספקים, פרט לאותן תחנות בהן קיים ספק יחיד

(ז) בחודש פברואר 2015 פרסמה החברה הזמנה להציע הצעות ("RFP") לחברות לאספקת דלק בחו"ל החל מחודש יולי 2015 ולתקופה של שנתיים נכון למועד הסמוך לאישור הדוח, טרם התקבלו אצל החברה הצעות מחברות המספקות את הדס"ל כמו כן, לחברה הסכמים לרכישת דס"ל ברב שדות התעופה בחו"ל בתוקף עד ליום 30 ביוני 2015

(ח) החברה בוחנת מעת לעת את הכדאיות שביבוא דס"ל באופן עצמאי לעומת רכישה מספקים מקומיים ומבצעת פעולות אלה בהתאם לתנאי השוק בשנת 2014 לא בוצע יבוא דס"ל

(ט) החברה רכשה בשנת 2014 מספק אחד (חברת פז) כ-35% מכלל רכישות כמות הדלק שלה באותה שנה (בישראל ובח"ל) לחברה ארבעה ספקי דלק נוספים אשר מכל אחד מהם רכשה החברה מעל ל-5% מכלל רכישות הדלק שלה באותה שנה החברה סבורה כי היקף הרכישות מהספק המרכזי בישראל עלול ליצור תלות בספק זה, ככל שלא תהייה חלופות מתאימות ומיידיות לאספקת דלק סילוני בנתב"ג

(י) בשנת 2003 החלה החברה במדיניות של החזקת מלאי דס"ל, אשר נרכש מספקים בארץ נכון ליום 31 בדצמבר 2014, החזיקה החברה במלאי דס"ל, שנרכש מספקים בארץ ובח"ל, בסך של כ- 8 5 מיליון דולר

(יא) בנוסף לספקי הדלק, מקבלת החברה שירותי תדלוק בישראל מספקים אחרים

מטוסים

9 5 2

(א) כל המטוסים המופעלים על ידי החברה הם מתוצרת חברת "בואינג" לחברה תלות מהותית בבואינג כמפורט בסעיף 7 1 7 לעיל עם זאת, להערכת החברה הסבירות להפסקת התמיכה ההנדסית הינה נמוכה

(ב) לפרטים בדבר הסכמים לרכישה ומכירה של מטוסים ומנועים ראו ביאור 14 ד לדוחות הכספיים

לחברה מלאי מוצרי גלם הכולל מלאי של דלק סילוני לתצרוכת, מוצרים פטורים ממכס הנמכרים בטיסותיה וכן מלאי מתכלה (כימיקלים, חומרי מזון וצידה) המשמש את הנוסעים בטיסותיה להלן תחשיב ימי מלאי ממוצעים

שנת 2013	שנת 2014	
5	4	מלאי דלק סילוני
43	45	מלאי מזון ואספקות לנוסעים

מדיניות מלאי מוצרים פטורים ממכס

החברה רוכשת כ-80% מן המוצרים הפטורים ממכס מחברת DFASS ויתרת המוצרים הינם מוצרים ישראלים הנרכשים ישירות מספקים מקומיים (כ-20%)

משקאות אלכוהוליים וסיגריות מסופקים ישירות למחסן הדיוטי פרי, אחת לרבעון, כאשר יתר המוצרים מסופקים לתחנות אל על בחו"ל והחברה מובילה אותם על בסיס מקום פנוי לארץ

החברה רשאית להחזיר כל מוצר (שאינו מזון, טבק או מוצרי לוגו) בתנאי שהמוצרים נמצאים באריותם המקורית החברה אחראית לשליחת המוצרים כולל עלויות משלוח וביטוח עד למקום אספקת המוצרים (סיגריות ומשקאות אלכוהוליים ממחסן הדיוטי פרי, שאר המוצרים עד לתחנת החברה בחו"ל)

אחסנת המוצרים במחסן של"ן

כל המוצרים הנרכשים מאוחסנים במחסן הדיוטי פרי (יחידה נפרדת בתוך מחסן של"ן, עם נגישות מוגבלת) מוצרים הדורשים תנאי אחסנה ייעודיים (כגון שוקולדים), מאוחסנים בתנאי קירור ערך המלאי במחסן בכל רגע נתון הינו בממוצע כמליון וחצי דולר לפרטים בדבר היקף המלאי ראו ביאור 12 לדוחות הכספיים

מדיניות ביטול הזמנות

9 6 2

ככלל, מדיניות החברה הינה כי לקוח רשאי לבטל את ההזמנה, ללא תשלום, עד למועד הנפקת הכרטיס ללקוח ("כירטוס") הלקוח רשאי לבטל כרטיסים מסוימים גם לאחר ה"כירטוס", לעיתים ללא תשלום דמי ביטול ולעיתים בתשלום דמי ביטול קיימים גם כרטיסים אשר אותם הלקוח אינו רשאי לבטל כלל לאחר ה"כירטוס" באופן כללי, ככל שרמת תעריף הכרטיס גבוהה יותר, כך תהא הנטייה לאפשר ביטול הכרטיס ללא דמי ביטול או עם דמי ביטול בסכום נמוך

האמור לעיל כפוף לכך שהוראות הדין אינן קובעות אחרת בהקשר זה יצויין, כי בחוק הגנת הצרכן, התשמ"א-1981 ובתקנות הגנת הצרכן (ביטול עסקה), התשע"א - 2010, נקבעו הוראות מיוחדות בנוגע לאפשרות לביטול העסקה אשר במועדים בהן הן חלות, מאפשרות ביטול בכפוף לדמי ביטול בגובה של 5% משווי העסקה או 100 ₪, לפי הנמוך מביניהם (לפרטים בדבר הליך משפטי המתנהל ביחס לדמי הביטול ראו ביאור 24ג(3) לדוחות הכספיים)

אחריות החברה לנזקים (נזקי גוף ונזקי רכוש), שנגרמו במהלך תובלה אווירית בינלאומית נקבעו באמנות בינלאומיות שאומצו בחוק התובלה האווירית, התש"ס - 1980 ובצווים שהוצאו מכוחו בנוסף, פועלת החברה בהתאם להנחיות יאט"א בנושאים שונים הקשורים לאחריות לנוסעים ולכבודתם. אחריותה של החברה בגין דחיית נוסעים מטיסות בשל רישום יתר, קבועה בחוק שירותי תעופה (פיצוי וסיוע בשל ביטול טיסה או שינוי בתנאיה), התשע"ב - 2012 אשר מחיל על החברה חובה לספק לנוסעים שטיסתם שונתה או בוטלה מגוון של סעדים בהתאם למשך העיכוב או נסיבות הביטול כגון סיוע (מזון, שתיה, לינה), השבת תמורה או טיסה חלופית ואף פיצוי כספי בכל הנוגע לדחיית נוסעים מטיסות ועיכובים בטיסות ממדינות החברות באיחוד האירופי, חלה תקנה 261/2004 של האיחוד האירופי בנוסף ובכל הנוגע לדחיית נוסעים מטיסות ועיכובים בטיסות מארה"ב, חל בתחום זה בישראל ראו סעיף 1129(ט) להלן

מדיניות אשראי

964

(א) **אשראי ללקוחות** סוכני נסיעות או מטען המאושרים על ידי יאט"א נהנים מהסדרי תשלום מיוחדים בהתאם להוראות יאט"א (סוכן שלא מאושר על ידי יאט"א חייב בערבות או תשלום במזומן) החברה מעניקה לסוכנים בארץ אשראי לתקופות שנועות בממוצע, בין 15 ל- 90 יום ככלל, מכירות ישירות של תובלה אווירית ללקוחות נעשות במזומן, פרט למכירות באשראי למשרדי ממשלה וללקוחות מסחריים מסוימים

(ב) **אשראי מספקים** החברה מקבלת אשראי מספקיה בארץ ובחו"ל לתקופות שנועות בין 30 ל- 90 יום, בהתאם לסוג הספק ולהתקשרות עימו (למעט ספקי דלק)

(ג) **להלן היקף האשראי הממוצע ותקופות האשראי הממוצעות מלקוחות ומספקי החברה בכל אחת מהשנים 2014 ו-2013**

שנת 2013		שנת 2014		
ממוצע ימי אשראי	היקף אשראי ממוצע במיליוני דולר	ממוצע ימי אשראי	היקף אשראי ממוצע במיליוני דולר	
27	157	27	154	לקוחות
42	159	39	150	ספקים

(ד) יצוין כי הפער בין מדיניות האשראי ללקוחות לבין מדיניות האשראי לספקים נובעת, בין השאר, מהעובדה כי מדיניות האשראי לספקים נקבעת על ידי החברה, זאת בין השאר בהתחשב בתנאי השוק, נזילות ומדיניות מקובלת בענף לעומת זאת, מדיניות האשראי ללקוחות הינה, ברובה, נקבעת על פי המקובל בענף התעופה ובהתאם להוראות ונהלי העבודה המקובלים ביאט"א ועם סוכני הנסיעות והמטען

גרעון בהון החוזר

965

נכון ליום 31 בדצמבר 2014 לקבוצה גרעון בהון חוזר בסך של כ- 519 מיליון דולר לעומת כ- 416 מיליון דולר לתום השנה קודמת היחס השוטף של החברה בתום שנת 2014 הוא כ- 36% לעומת כ- 43% בתום השנה הקודמת

לפירוט הגורמים גידול בגרעון בהון החוזר ראו סעיף א 6 לדוח הדירקטוריון

הגרעון בהון החוזר כולל שלושה מרכיבים מהותיים אשר נכללים במסגרת סעיפי ההתחייבויות השוטפות של החברה ומאופיינים במחזוריות עסקית שוטפת. הכנסות מראש ממכירת כרטיסי טיסה לרבות מיסי נמל, הכנסות מראש ממועדון הנוסע המתמיד וכן מהתחייבויות לעובדים בגין חופשה לפיכך חלק מהותי מהגרעון בהון אינו תזרימי בטווח הקצר

השקעות

97

לפרטים בדבר כלל החברות המוחזקות בידי הקבוצה, ראו ביאור 13 לדוחות הכספיים

תיאור תמציתי של עסקי החברות הבנות העיקריות

971

(א) סאן דור נתיבי אויר בינלאומיים בע"מ ("סאן דור")

פעילות השכר של הקבוצה, מבוצעת באמצעות סאן דור (חברה בבעלותה המלאה של אל על) סאן דור פועלת כמארגן תיירות לסיטונאים וליחידים ומשווקת טיסות שכר וטיסות סדירות, הן על ידי החכרת קיבולת מטוסים שלמים לצד ג', או קיבולת של חלקי מטוס למספר שותפים במחירים מוסכמים מראש, או מכירה ישירה. החל משנת 2011 סאן דור פועלת כמארגן תיירות, תוך שמירה על המותג "סאן דור" בטיסות הסדירות ובטיסות השכר המשווקות על ידה ומבוצעות על ידי החברה (בימי אמצע השבוע) ועל ידי חברות תעופה אחרות (בטיסות סוף שבוע וחגים)

הכנסות סאן דור בשנת 2014 היו כ- 46,076 אלפי דולר, לעומת כ- 52,149 אלפי דולר בשנת 2013 וכ- 54,035 אלפי דולר בשנת 2012. נכון ליום 31 בדצמבר 2014, העסיקה סאן דור 28 עובדים

(ב) תמ"מ - תעשיות מזון מטוסים (נתב"ג) בע"מ ("תמ"מ")

תמ"מ (חברה בבעלותה המלאה של אל על) עוסקת בעיקר בייצור ואספקה של ארוחות מוכנות כשרות לחברות תעופה לאחרונה הרחיבה החברה את פעילותה החוץ תעופתית והיא מספקת, בין היתר, שירותי הסעדה למוסדות מקום מושבה של תמ"מ הוא ישראל ומשרדיה נמצאים מחוץ לנמל התעופה בן גוריון. החברה היא הלקוח העיקרי של תמ"מ בשנת 2014 היו כ-81% ממכירותיה לחברה והשאר לחברות תעופה אחרות וללקוחות אחרים. הכנסות תמ"מ בשנת 2014 היו כ- 32.3 מיליוני דולר לעומת כ- 30.3 מיליוני דולר בשנת 2013 וכ- 27.2 מיליוני דולר בשנת 2012. נכון ליום 31 בדצמבר 2014, העסיקה תמ"מ 358 עובדים

לפרטים נוספים ראו ביאור 13א(1) לדוחות הכספיים

(ג) כתית בע"מ ("כתית")

כתית (חברה בבעלותה המלאה של אל על) עוסקת בעיקר בייצור ואספקה של ארוחות לעובדי החברה מקום מושבה של כתית הוא ישראל ומשרדיה נמצאים בנמל התעופה בן גוריון. הכנסות כתית בשנת 2014 היו כ- 4,348 אלפי דולר לעומת כ- 4,065 אלפי דולר בשנת 2013 וכ- 3,624 אלפי דולר בשנת 2012. נכון ליום 31 בדצמבר 2014, העסיקה כתית 110 עובדים

(ד) בורנשטיין קייטרינג אינק. (ארה"ב) ("בורנשטיין")

עיסוקה העיקרי של בורנשטיין (חברה בבעלותה המלאה של אל על), הרשומה בארה"ב והפועלת בנמל התעופה ע"ש קנדי בניו-יורק, הוא ייצור ואספקה של ארוחות מוכנות כשרות

לחברות תעופה ולמוסדות אחרים החברה הינה הלקוח העיקרי של בורנשטיין הכנסות בורנשטיין בשנת 2014 היו כ- 14,006 אלפי דולר לעומת כ- 12,754 אלפי דולר בשנת 2013 וכ- 12,121 אלפי דולר בשנת 2012 נכון ליום 31 בדצמבר 2014, העסיקה בורנשטיין 91 עובדים

(ה) סופרסטאר הולדייס לימיטד (אנגליה) ("סופרסטאר")

סופרסטאר (חברה בבעלותה המלאה של אל על), הינה סיטונאית תיירות המשווקת חבילות תיור לסוכני נסיעות ולנוסעים ומוכרת כרטיסי טיסה במחירים מוזלים על קווי החברה לסופרסטאר פעילות במספר מדינות נוספות מלבד בריטניה הכנסות סופרסטאר בשנת 2014 היו כ- 15,542 אלפי דולר, לעומת כ- 15,972 אלפי דולר בשנת 2013 וכ- 13,919 אלפי דולר בשנת 2012 נכון ליום 31 בדצמבר 2014, העסיקה סופרסטאר 13 עובדים

להלן תיאור תמציתי של עסקי החברות המוחזקות העיקריות, שאינן חברות בנות

972

(א) הקבצת מטענים: אייר קונסולידטורס ישראל בע"מ (אק"י) – ACI

עיסוקה העיקרי של אק"י (חברה אשר החברה מחזיקה בכלל מניותיה מסוג ב', המקנות לחברה את הזכות למנות מחצית ממספר הדירקטורים וכן להשתתף ולהצביע באסיפות הכלליות), הוא הקבצה של מטעני אויר בנתב"ג כדי לאפשר הוזלת משלוחים בדרך האויר הובלת המשלוחים נעשית באמצעות החברה, במחירים מיוחדים וכן באמצעות חברות זרות המניות אינן מקנות לחברה זכות לקבלת רווחים בדרך של חלוקת דיבידנד או טובת הנאה אחרת שתעמוד לחלוקה באק"י, למעט רווחים ודיבידנד מרווחים הנובעים מרווחי הון

בשנת 2014 שילמה החברה לאק"י עמלות בסך של 679 אלפי דולר למיטב ידיעת החברה, הכנסות אק"י בשנת 2014 היו כ- 30,734 אלפי דולר לעומת כ- 31,098 אלפי דולר בשנת 2013 וכ- 32,014 אלפי דולר בשנת 2012 נכון ליום 31 בדצמבר 2014, העסיקה אק"י 20 עובדים

(ב) שיווק טיסות: תור אויר (ישראל) בע"מ ("איירתור" או "תור אויר")

איירתור (חברה בבעלות 50% של אל על) עוסקת כיום בעיקר בשיווק טיסותיה ומבצעה המיוחדים של החברה לכל היעדים אליהם היא טסה מניות איירתור המוחזקות בידי החברה מקנות לה את הזכות להשתתף ולהצביע באסיפות בעלי המניות ולמנות מחצית ממספר הדירקטורים, אך אינן מקנות לחברה זכות לקבלת דיבידנד או רווחים, פרט לרווחים הנובעים מהשקעת הון המניות של איירתור

החברה משלמת לאיירתור דמי טיפול עבור פעולות מסוימות אותן מבצעת איירתור עבור החברה ובנוסף משתתפת בחלק מהוצאות התפעול שלה הכנסות איירתור בשנת 2014 היו כ- 3,939 אלפי דולר לעומת כ- 3,488 אלפי דולר בשנת 2013 נכון ליום 31 בדצמבר 2014, העסיקה איירתור 68 עובדים

(ג) תיור ומלונאות: קווי חופשה בע"מ ("קווי חופשה")

קווי חופשה (חברה המוחזקת בכ-20% על ידי אל על³⁷) עוסקת בשיווק ומכירה של שירותי תיירות לרבות כסיטונאי וכמארגן של טיסות שכר מישראל ואליה השיווק של קווי חופשה מתבצע באמצעות סוכני נסיעות וכן בהפצת מושבים וחבילות תיור לצרכן הסופי

³⁷ למיטב ידיעת החברה, יתרת המניות מוחזקות ע"י א ארנון תעופה ותיירות בע"מ (44%), כהן קנה השקעות בע"מ (2% 35) וארנון אנגלנדר (8% 0)

(ד) ממן - מסופי מטען וניטול בע"מ ("ממן")

ממן הינה חברה ציבורית אשר מניותיה נסחרות בבורסה לניירות ערך בתל אביב החברה מחזיקה ב- 15% מהון המניות של ממן וברשותה גם אופציות בשיעור של כ- 10% הניתנות למימוש למניות ממן פעילותה העיקרית של ממן הינה ניהול ותפעול מסוף מטענים המורשה לטפל בכל מטעני היבוא והיצוא הנמל התעופה הבינלאומי בן גוריון, על פי הרשאה מרשות שדות התעופה בנוסף, פועלת ממן גם בתחום השירותים הלוגיסטיים, בהשכרת נכסי נדל"ן ומספקת שירותי תעופה פעילותה של ממן מתבצעת בישראל, בציכיה ובהודו

למיטב ידיעת החברה, הכנסות ממן בשנת 2014 היו 189,225 אלפי דולר לעומת 127,312 אלפי דולר בשנת 2013 ו- 104,247 אלפי דולר בשנת 2012 למיטב ידיעת החברה, נכון ליום 31 בדצמבר 2014, העסיקה ממן 2,372 עובדים

מימון	9 8
<u>הלוואות שלא לשימוש ייעודי</u>	9 8 1
לפרטים ראו ביאור 20 לדוחות הכספיים	
<u>מגבלות על התאגיד בקבלת אשראי</u>	9 8 2
(א) שמירת יחס בטחונות	
לפרטים ראו ביאור 20ה(1) לדוחות הכספיים	
(ב) מגבלות על העברת שליטה	
לפרטים ראו ביאור 20ה(2) לדוחות הכספיים	
(ג) העמדה לפרעון מיידי על-ידי הבנק	
לפרטים בדבר מגבלות ואמות מידה פיננסיות (covenants) של הלוואות החברה לזמן ארוך ראו ביאור 20ה לדוחות הכספיים	
<u>מסגרות אשראי</u>	9 8 3
לפרטים ראו ביאור 17 לדוחות הכספיים	
<u>ערבויות כנגד בטחונות</u>	9 8 4
לפרטים ראו ביאור 26 ב לדוחות הכספיים	
<u>הלוואות לשימוש ייעודי</u>	9 8 5
לחברה הלוואות לרכישת מטוסים ומנועים לפרטים לגבי הלוואות אלה ראו ביאור 20ב לדוחות הכספיים לפרטים בדבר שעבודים ובטחונות ראו ביאור 36 לדוחות הכספיים	

להערכת החברה, יתכן ותידרש בחינה, מעת לעת, של הצורך בגיוס מקורות חיצוניים נוספים למימון תוכנית ההשקעות של החברה ורכש מטוסים ו/או תוכנית אסטרטגית, ככל שיוחלט על ביצוען

הערכת החברה לגבי הצורך בגיוס מקורות נוספים למימון תפעול עסקי החברה הינה מידע צופה פני עתיד, כהגדרתו בחוק ניירות ערך, המבוסס על מחיר הדס"ל נכון למועד הדוח ועל העקומה העתידית וכן על הערכות החברה המבוססות בעיקרן על נסיון העבר וכוונותיה נכון למועד זה. לפיכך, הצורך בגיוס מקורות נוספים למימון תפעול עסקי החברה עשוי להיות שונה באופן מהותי מן התוצאות המוערכות או משתמעות ממידע זה כתוצאה ממספר רב של גורמים, בין היתר, שינויים במחירי הדס"ל, שיקולי נזילות, ביצוע הצטיידות, הוצאות בלתי צפויות שתידרש החברה לשאת בהן, אירועים לא צפויים אשר עשויים להשפיע לרעה על פעילות החברה ושינויים בשערי ריבית.

מיסוי

9 9

דיני המס החלים על התאגיד

9 9 1

לפרטים ראו ביאור 25ג לדוחות הכספיים

סטאטוס שומות המס של התאגיד

9 9 2

לפרטים ראו ביאור 25ד לדוחות הכספיים

דיני המס החלים על חברות קשורות מהותיות המאוגדות בחו"ל

9 9 3

לפרטים ראו ביאור 25ג לדוחות הכספיים

סיבות לשוני מהותי בין שיעור המס האפקטיבי לשיעור המס הסטאטוטורי

9 9 4

לפרטים ראו ביאור 25ב לדוחות הכספיים

הפסדים צבורים לצורכי מס

9 9 5

לפרטים ראו ביאור 25א לדוחות הכספיים

איכות הסביבה ואחריות תאגידית

9 10

השלכות מהותיות הנובעות מהוראות הנוגעות לאיכות הסביבה

9 10 1

מדינות רבות ובכללן ישראל אימצו את הסטנדרטים הבינלאומיים המוסכמים לגבי רעש מטוסים וקבעו כללים נוספים לשמירת איכות הסביבה בשדות תעופה שונים בעולם קיימות הגבלות לגבי זמני ההמראה והנחיתה של מטוסים לוח הזמנים של חברות התעופה ובכלל זה של החברה, נקבע בהתאם למגבלות אלה

החברה מייחסת חשיבות רבה לנושא איכות הסביבה ומשקיעה משאבים וזמן בטיפול בנושא זה (בין השאר באמצעות אגף בטיחות ואיכות בחברה האחראי על פעילויות אלה)

החברה מבצעת פעילות פנימית להעלאת המודעות לאיכות הסביבה, כאשר לכל אזור בחברה נקבע אחראי לשמירה על איכות הסביבה, מניעת זיהום וחסכון במשאבים

בתחום צמצום היקף הפסולת – נייר, קרטון וחומרים נוספים הניתנים למיחזור מטיסות החברה וממשרדה מועברים למיחזור

כמו כן, נעשות פעולות שוטפות בנושא הגנה על הסביבה הכוללות, בין השאר, סיורים באזורי תחזוקה ותפעול וטיפול בנושאים הטעונים תיקון בתיאום עם רשות שדות התעופה, תיאום שוטף מול רש"ת בנושא פינוי שמנים בטרמינל 3 וכן שיפור מערכות טכנולוגיות על מנת לבצע בקרה ומעקב אחר ממצאים בתחום הגנת הסביבה

מגבלות בהפעלת מטוסים בשדות תעופה ובנתב"ג

9 10 2

קיימות מגבלות שונות על פעילות שדות תעופה בהן פועלת החברה, ובמיוחד נמל התעופה בן גוריון, לרבות שעות בלילה בהן לא מתאפשרת המראת מטוסים ביחס לנתב"ג, מגבלות אלה ניתנו מכח החלטות ממשלה והוראות הרשויות הרלבנטיות

כמו כן, לאחר חקיקת חוק הטיס החדש, נקבעו בחוק כאמור סעיפים המתייחסים לנושא רעש מטוסים, לפיהם ניתן להטיל על החברה עיצומים כספיים בגין חריגה מסיפי רעש, כפי שנקבעו בד"ן

ביום 21 בינואר 2014 התקבלה החלטת שר התחבורה והבטיחות בדרכים הקובעת את שעות ההמראה מנתב"ג כמפורט להלן

1 לא תותרנה המראות בנתב"ג בין השעות 01 40 – 04 50 (שעון מקומי) בעונת הקיץ (עונת קיץ לפי יאט"א)

2 לא תותרנה המראות בנתב"ג בין השעות 01 40 – 05 20 (שעון מקומי) בעונת החורף (עונת חורף לפי יאט"א)

בנוסף קובעת החלטת השר, כי על אף האמור לעיל, תותרנה המראות בשעות 01 40 – 02 00 במספר ובדרך שיקבע מנהל רת"א ביום 26 בינואר 2014 קבע מנהל רת"א, כי מנהל נתב"ג יהיה רשאי לאשר המראות של שתי טיסות בין השעות 01 40 – 01 50 ושל טיסה אחת בין השעות 01 50 – 02 00, לפי תבחינים שיקבע מנהל נתב"ג

כמו כן, בהחלטת השר נקבע, כי אין בה בכדי לגרוע מההיתר המיוחד שניתן לחברה, המאפשר לה להמריא בלילות שבין יום חמישי ליום שישי ובלילות שלפני ערבי חג, לשם מתן אפשרות לנוסעיה להגיע ליעדם עד כניסת השבת או החג

בהקשר זה, הוגשה על ידי עיריית חולון – העומדת בראש פורום הרשויות העוטפות את נתב"ג - עתירה לבית המשפט לעניינים מנהליים במחוז מרכז, כנגד שר התחבורה והבטיחות בדרכים ומנהל רשות התעופה האזרחית, בטענה כי שר התחבורה טעה בהפעלת שיקול דעתו וכי עליו להורות על הרחבת שעות עוצר ההמראות בנתב"ג, מעבר לשעות שנקבעו בהחלטתו החברה הצטרפה כמשיבה לעתירה, ביחד עם חברות תעופה נוספות וארגון חברות התעופה הבינלאומי (יאט"א) הצדדים לעתירה הגיעו להסדר פשרה, שאושר על ידי בית המשפט ביום 6 בנובמבר 2014

לפי הסדר הפשרה, תחילת עוצר הלילה לא תשתנה מהחלטת שר התחבורה כך שבמשך כל השנה תותרנה המראות באופן מלא עד השעה 01 40 בשעות 01 40 – 02 00 תותרנה 3 המראות, כאמור בהחלטות מנהל רשות התעופה האזרחית מיום 26 בינואר 2014

בעונת החורף (כפי שהיא מוגדרת על ידי יאט"א) – סוף עוצר הלילה יידחה מהשעה 05 20 לשעה 05 30 בהתאמה, חצי השעה בה תותרנה רק המראות של מטוסים שאינם חורגים מ"סוף רעש מופחת" (כהגדרתו בהחלטת השר) תסתיים בשעה 06 00 בעונת הקיץ (כפי שהיא מוגדרת על ידי יאט"א) – סוף

עוצר הלילה יידחה מהשעה 04 50 לשעה 05 00 כמו כן, חצי השעה בה תותרנה רק המראות של מטוסים שאינם חורגים מ"סף רעש מופחת" תוארך לשעה ותסתיים בשעה 06 00

בדומה להחלטת השר, גם ההסדר קובע כי מטוסים שלא הספיקו להמריא בלילה (לפני תחילת עוצר הלילה), לרבות מטוסים שאינם עומדים ב"סף רעש מופחת", יכולים להמריא ברגע שנפתח השדה להמראות, אם מנהל נתב"ג מתיר זאת

טיפול בשפכים

9 10 3

שפכי החברה מטופלים במתקן מרכזי חדיש בתחום נתב"ג, המאושר על ידי המשרד לאיכות הסביבה והמתופעל על ידי רשות שדות התעופה כמו כן, החברה מפעילה החל מחודש יוני 2009 מתקן בעלות של 600 אלף דולר המתקן של החברה, אשר נבנה בשטחה של החברה, משמש כמאגר חירום במקרה של תקלה באיכות השפכים של החברה עבור השימוש במתקן המרכזי משלמת החברה לרשות שדות התעופה דמי שימוש לתקופה של 22 שנים (משנת 2008) החל משנת 2013 עומדים דמי השימוש על סך כ- 150,000 דולר לשנה במקביל, השפכים הרעילים הנוצרים בחברה מפונים לחברה לשירותי איכות הסביבה ברמת חובב

מיכלי דלק

9 10 4

בהמשך לסקרי זיהום הקרקע שערכה החברה בשנת 2011 במסגרתם נתגלו מוקדי זיהום באזורים שונים במתחם החברה, ערכה החברה ביוזמתה במהלך הרבעון השני לשנת 2012 בדיקות נוספות לבחינת ממצאי סקרי הזיהום החברה שכרה את שירותיה של חברה לייעוץ סביבתי, אשר בוחנת את ממצאי הסקר ומציעה לחברה אמצעים מתאימים לטיפול בקרקע בהתאם לכך החליטה החברה לפעול לשיקום הקרקע המזוהמת, זאת על אף שהחברה לא גרמה לזיהום החברה דיווחה למשרד להגנת הסביבה אודות ממצאי הסקר ואף קיימה עם נציגי המשרד להגנת הסביבה סיור החברה העבירה בקשה למשרד להגנת הסביבה לביצוע טיפול In-Site, אולם, בשלב זה, החליט המשרד להגנת הסביבה כי יש לבצע סקר היסטורי כולל למתחם ורק לאחר ביצוע הסקר האמור תתקבל החלטה כיצד לטפל במוקדי הזיהום שיימצאו בכוונת החברה לפעול מול המשרד להגנת הסביבה ולקבל ממנו הנחיות להמשך טיפול במוקדי הקרקע בהם נמצא זיהום בסקר שבוצע, זאת מתוך מחויבות לערכי סביבה וחברה ביצוע התכנית לשיקום הקרקע ומילוי הנחיות המשרד להגנת הסביבה כאמור עשוי להיות כרוך בעלויות כספיות ובדרישות שונות של הרשויות, אשר נכון למועד דוח זה אין בידי החברה הערכות וודאיות לגביהן

הערכת החברה לגבי ביצוע פעולות ביחס לשיקום הקרקע על פי דרישת רשויות והעלויות הכספיות הנובעות מכך הינה מידע צופה פני עתיד, כהגדרתו בחוק ניירות ערך, המבוסס על המידע הקיים בידי החברה והסקרים שנערכו על ידה, לרבות הערכות יועצים בתחום זה. לפיכך, ההשפעות על פעילות החברה והעלויות לטיפול בנושא זה עשויות להיות שונות באופן מהותי מן התוצאות המוערכות או משתמעות ממידע זה כתוצאה ממספר רב של גורמים, בין היתר, דרישות הרשויות הרלבנטיות, ממצאים נוספים ביחס לפעולות אלה, הוצאות בלתי צפויות שתידרש החברה לשאת בהן ואירועים לא צפויים אשר עשויים להשפיע לרעה על פעילות החברה.

עלויות והשקעות סביבתיות מהותיות לשנת הדוח והצפויות לאחר מכן

9 10 5

החברה מבצעת פעולות רבות ומשקיעה עלויות כספיות בשיפור אלמנטים סביבתיים, לרבות הקמת מתקן שפכים אשר ירכז את שפכי החברה במקרי חריגה מאיכות השפכים (בהתאם להסכם עם רשות שדות התעופה), ביצוע מפרידי שומנים בחצרי החברה וביצוע הפרדות מקומיות בין מערכות הניקוז למערכות הביוב

עלויות	2013	2014	2015 (צפי)
השקעות	120 אלפי דולר לשנה	150 אלפי דולר לשנה	150 אלפי דולר לשנה
סה"כ	כ- 150 אלפי דולר לשנה	כ- 100 אלפי דולר לשנה	95 אלפי דולר לשנה
	כ- 270 אלפי דולר לשנה	כ- 250 אלפי דולר לשנה	245 אלפי דולר לשנה

המידע בדבר עלויות והשקעות סביבתיות צפויות הנו מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך. המידע מתבסס על דרישות דיני איכות הסביבה כיום ועל מחירי השוק הנוכחיים של המוצרים והשירותים שהחברה צריכה לרכוש במסגרת ההשקעות הסביבתיות. לפיכך, העלויות וההשקעות בפועל עשויות להיות שונות באופן מהותי מזה שנחזה כאמור, כתוצאה ממספר רב של גורמים, לרבות שינויי חקיקה, דרישות רשויות ושינויים בעלויות המוצרים והשירותים אותם תידרש החברה לרכוש במסגרת ההשקעות הסביבתיות.

מגבלות על רמת זיהום אויר ממנועים (EMISSION)

9 10 6

בעקבות הגברת המודעות העולמית לתהליך התחממות כדור הארץ, ממשלות מעוניינות לפקח ולהגביל את רמת זיהום האויר הנגרם על ידי מנועים במהלך השנים הקרובות צפויים להיחקק חוקים בנושא במדינות שונות ברחבי העולם

ביום 1 בינואר 2012 נכנסה לתוקף תקנת האיחוד האירופי (EU) הקובעת תנאים לפיקוח, דיווח ווידוא פליטת גזים (ETS – Emissions Trading Scheme) בטיסות הנכנסות ויוצאות ממדינות האיחוד האירופי וזאת בעקבות הכללת ענף התעופה תחת מדיניות הפליטה הקיימת לענפים אחרים, כפי שנקבע בהחלטת האיחוד האירופי מיום 26 ביוני 2008 בהתאם להחלטת האיחוד האירופי, נקבעה הולנד כגורם המפקח על פעילות החברה חובת הדיווח, נהלי הדיווח ואופן הדיווח הוסדרו במלואם ואף התפרסמו הוראות מחייבות בנושא זה הגורם המפקח ביצע ביקורת על הדיווח וקבע בכתב כי החברה עברה ביקורת בהצלחה

במהלך שנת 2012 גברה התנגדות מדינות שונות מחוץ ל-EU ליישום התוכנית והתשלומים העתידיים בגין חריגה מהקצאות פטורות מאושרות ארה"ב אף עיגנה את התנגדותה בחוק האוסר על מובילים אמריקאיים להשתתף במיזם ה-ETS במטרה למנוע יישום חד צדדי של ETS על מובילים הנוחתים וממריאים בארצות האיחוד האירופי (EU), הציע ארגון ה-ICAO מתווה גלובלי, אשר היה אמור לעמוד להצבעה בהנהלת ה-ICAO בחודש ספטמבר 2013 כמחווה של רצון טוב הסכימו מדינות ה-EU "לעצור את השעון" בנושא עמידה במכסות שקבע ה-EU עד לקבלת מידע לגבי המתווה של ICAO ואז להחליט אם להמשיך במתווה הראשון או להצטרף לזה של ICAO החלטה זו לא פטרה את המובילים הטסים בתוך אירופה מאיסוף מידע והגשת דוחות לגבי טיסות מיעדים בתוך האיחוד האירופי ותשלום על כמות פליטות חריגה בטיסות המבוצעות בין יעדים בתוך אירופה

בהמשך להחלטת ארגון ICAO, האיחוד האירופי החליט להקפיא את יישום התכנית לגבי טיסות שנכנסות לאיחוד האירופי וטיסות שיוצאות ממנו, עד לסוף שנת 2016 בהתאם להחלטה, עד סוף שנת 2016 חברות התעופה אינן נדרשות לדווח לאיחוד האירופי ואינן נדרשות לשלם עבור מכסות, בגין טיסות שבוצעו בין מדינות מחוץ לאיחוד האירופי למדינות בתוכו יישום התקנה יחול רק על טיסות המבוצעות בין מדינות החברות באיחוד האירופי בלבד (יעדים בתוך אירופה) ההסכם בין כלל המדינות החברות בארגון בנושא, אמור להתחיל להיות מיושם בשנת 2020

מתוך רצון לצמצם בפליטות של גזי חממה, מותקנים בחלק ממטוסי החברה כנפונים, המשפרים את האווירודינמיות של המטוסים ועקב כך מצמצמים את צריכת הדלק (ראו סעיף 11 5 לעיל), מתבצעות שטיפות של מנועי המטוסים לצורך הגברת יעילותם וכן שטיפות חיצוניות של גוף המטוסים לצורך

הורדת התנגדות האוויר בנוסף, החברה פועלת להקטנת משקל מיותר של המטוס על מנת להקטין את כמות הדלק הנצרכת

מידת השפעתה של כניסה לתוקף של הוראות רשויות (לרבות האיחוד האירופי ו- ICAO) דברי חקיקה או תוצאות הליכים משפטיים בנושא זה על פעילות החברה עשויה להוות מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך, המתבסס על הנחות ותחזיות של החברה. לפיכך, התוצאות בפועל של כניסתו לתוקף של שינוי בחקיקה, הטלת חיובים כספיים או הליכים משפטיים כפי שצוין לעיל או מידת השפעתם על פעילותה של החברה, עשויות להיות שונות באופן מהותי מן התוצאות המוערכות או משתמעות ממידע זה.

אחריות תאגידית 9 10 7

כללי 9 10 7 1

החברה רואה עצמה מחויבת לקהילה שבה היא פועלת ולסביבה ומייחסת חשיבות רבה בהתגייסות לקידום ולטיפולן מתוך תפיסת ה"מוביל הלאומי" מציבה החברה את בטחון ובטיחות נוסעיה בראש סדר העדיפויות שלה ומקיימת פעילות נרחבת להבטחת קיומם כמו כן, רואה החברה את עובדיה כמקור העוצמה שלה ופועלת לאספקת סביבת עבודה קשובה, מתחשבת בטוחה והוגנת, כל זאת מתוך הבנה של הזיקה בין ניהול עסקי-אסטרטגי איכותי לבין מחויבות לפעול ולקדם אחריות תאגידית

במהלך שנת 2014 המשיכה החברה בעשייה מבוססת בתחומי האחריות התאגידית השונים והמשיכה להטמיע את הנושא בקרב העובדים ומנהלים במגוון אמצעים ופעילויות כמו כן, פורסם באתר האינטרנט של החברה בשנת 2014 "דו"ח אחריות תאגידית" לשנים 2012-2013 בעברית ובאנגלית

החברה עמיתה בארגון מעלה - ארגון גג של עסקים המחויבים לניהול תחום האחריות התאגידית, הפועל להטמעה של שיקולים חברתיים, סביבתיים וערכיים-אתיים בהתנהלותן השוטפת של חברות, ולקידום פיתוח ויישום אסטרטגיות של אחריות תאגידית כגישה עסקית

 9 10 7 2

בדירוג מעלה בשנת 2013 דורגה החברה בדירוג "זהב"

כמו כן, מתקיימת פעילות התנדבותית בהסברת ישראל בחו"ל על ידי אנשי צוות אויר, טייסים ודיילים, בעת שהותם בחו"ל וזאת במסגרת פרויקט "שגרירים" שמתקיים בהצלחה רבה בשיתוף משרד החוץ, הסוכנות היהודית וארגון STAND WITH US

קוד אתי 9 10 7 3

החברה המשיכה בשנת 2014 בהטמעת הקוד האתי, בשיתוף עובדים ומנהלים מהחברה ומהחברות הבנות, ובסיוע חברת ייעוץ חיצונית המתמחה בנושא

הקוד כולל ערכים, נורמות התנהגות, מדיניות אכיפה והטמעה וערוצי תקשורת לדיווח על הפרות של הקוד ושל כללי האתיקה, המיועדים להנחות את פעילותם של החברה ושל כל בעלי התפקידים בה בכל מהלך עבודתם ולהכתיב אמות מידה לפעילותם

מעורבות ותמיכה בקהילה 9 10 7 4

החברה מייחסת חשיבות רבה לאחריותה כלפי הקהילה, מתוך זיקה אמיתית וייחודית למדינת ישראל החברה גיבשה מדיניות של אחריות-קהילתית, אשר במסגרתה היא מקיימת פעילויות תרומה לקהילה והתנדבות עובדים, תוך ביסוס שותפויות ארוכות טווח עם שותפים קהילתיים בין קהלי

היעד בהם תומכת החברה במסגרת זו חיילי צה"ל, סטודנטים נזקקים הפעילים למען הקהילה, ילדים חולים או בעלי מוגבלויות וצרכים מיוחדים ומשפחות נזקקות במסגרת פעילותה תרמה החברה בשנת 2014 בכסף ובשווה כסף לפרטים ראו סעיף 11 ג' לדוח הדירקטוריון

9 11 מגבלות ופיקוח על עסקי התאגיד

9 11 1 כללי

רוב ההיבטים הנוגעים לתפעול החברה כמוביל אוירי כפופים למערכת של הסדרים רגולטורים, ישראלים ובינלאומיים, הנוגעים, בין היתר, לזכויות טיס, קביעת תעריפים, קיבולת וסטנדרטים של בטיחות טיסה, בטחון ורעש ומותנים ברשיון להפעלה מסחרית וברשיון הפעלה מבצעית

פעילות החברה, בנוסף לרשיונות ההפעלה, מותנית בהיותה מוביל אוירי ישראלי (בעלות עיקרית ושלטון ממשית בידי המדינה או אזרחיה), ובהיתרים של מדינות זרות לניצול זכויות הטיס שהוענקו לה כמוביל נקוב על הסכמי התעופה ומדיניות התעופה האזרחית והבינלאומית של ישראל ראו סעיפים 9 11 6 עד 9 11 8 להלן בנוסף, קיימות מגבלות נוספות החלות על הפעלת החברה מכוח מניית המדינה המיוחדת

9 11 2 הסדרים רגולטוריים

להלן עיקרי ההסדרים הרגולטוריים, ישראלים ובינלאומיים, הנוגעים לתפעול החברה כמוביל אוירי

(להסדרי בטחון ראו סעיף 9 11 12 להלן, להפעלה בעיתות חירום ראו סעיף 9 11 13 להלן)

(א) חוק הטיס, התשע"א-2011 (להלן: "חוק הטיס")

החוק מסדיר את העיסוק של כלל הגורמים הפועלים בתחום התעופה האזרחית - רישוי אישי של עובדי טיס (אנשי צוות אויר, פקחי תעבורה אווירית, אנשי בדק, מאמנים ומדריכים) וכן רישוי גופים (יצרני כלי הטיס, חברות תעופה, מכוני בדק, בתי ספר להוראת הטיס ומכוני הסמכה לטכנאי בדק ועוד) חוק הטיס מקיף נושאים רבים בתחומי הטיס, לרבות העוסקים במקצועות התעופה וחובותיהם, כלי טיס, מרחב הפיקוח התעופתי, סמכויות פיקוח, חקירת אירוע בטיחותי וכן קובעת הוראות בדבר עונשין ועיצום כספי בגין הפרת החוק

ביום 3 בפברואר 2013 פורסמו תקנות הטיס (מכוני בדק), התשע"ג - 2013 ("תקנות מכוני הבדק"), אשר נכנסו לתוקפן בחודש פברואר 2015 כמתחייב מהוראות תקנות מכוני הבדק, החלה החברה (טרם פרסומן) בהליך של "רישוי מחדש" (re-certification) של מכון הבדק של החברה, אשר כולל כתיבת נהלים חדשים והתאמות לתקנות מכוני הבדק בעקבות סיום מוצלח של ההליך, קיבלה החברה ביום 1 בפברואר 2015 רישיון מכון בדק חדש מרת"א

ביום 9 במרץ 2014 וביום 30 ביוני 2014 פורסמו תיקונים לתקנות הטיס (הפעלת כלי טיס וכללי טיסה), התשמ"ב - 1981 ("תקנות ההפעלה") מדובר בתיקונים נרחבים לתקנות שנועדו להתאים את הדינים החלים על הפעלת מטוסים גדולים בתובלה אווירית מסחרית בידי מפעילים אוויריים ישראלים, להוראות החלק הראשון של נספח 6 לאמנת שיקגו (Operation of Aircraft - International Commercial Air Transport - Aeroplanes) בעקבות סיום מוצלח של הליך "רישוי מחדש" לרישיון הפעלה אווירית של החברה, קיבלה החברה ביום 1 בפברואר 2015 רישיון הפעלה אווירית חדש מרת"א

יצוין כי הליך ה"רישוי מחדש" נועד לבחון אם החברה עומדת בכל המבחנים והתנאים העומדים בפני חברה המבקשת לקבל רישיון הפעלה אווירית, בהתאם לתקנות ההפעלה, ורישיון מכון בדק, על פי תקנות מכוני הבדק החדשות

התהליך כלל החלפת ספרות קיימת בספרות שנכתבה בהתאם לתקנות החדשות, הדרכות ייעודיות לצוותי האוויר, לאנשי התחזוקה ולמשגרי הטיסה בדבר הספרות החדשה והנהלים שהשתנו, בדיקות עמידת החברה בכל הוראות חוק הטיס ותקנות הטיס הרלוונטיות, "הדגמת מילוט" בכל אחד מציי מטוסי החברה, שינוי מבנה ארגוני וכן ביצוע "טיסות הערכה" על ידי רת"א בטיסות החברה

יחד עם התיקון לתקנות ההפעלה, פורסמו גם תקנות הטיס (סוגי תקריות חמורות), התשע"ד-2014 תקנות אלה מיישמות בישראל את צרופה C לנספח 13 לאמנת שיקגו, על ידי קביעת רשימה של דוגמאות של "תקריות הטיס" אשר סביר שישווו כ"תקרית חמורה" (כהגדרתן בחוק הטיס) תקנות אלו נכנסו לתוקף ביום פרסומן (9 במרץ 2014)

יצוין כי ביום 29 בינואר 2015 פרסמה רת"א את הצעתה לאימוץ התקנות האמריקאיות בנושא ניהול עייפות אנשי צוות, המתייחסות לניהול עייפות של טייסים ודיילים בהתאם להצעת רת"א, אימוץ התקנות האמריקאיות יעשה רק לגבי "מפעילי פרק 13" (אל על, ישראיר, ארקיע וק א ל) בד בבד עם החלת התקנות האמריקאיות בישראל, תקנות הטיס (מגבלות זמן טיסה בשירותי תעופה), התשל"א-1971, לא יחולו עוד על חברת אל על, למעט ההוראה בתקנות בדבר זכאותם של טייסים ל- 30 יום חופשה בשנה, מהם לפחות 10 ימים רצופים התקנות החדשות תיכנסנה לתוקף שנתיים מיום פרסומן החברה מגבשת את התייחסותה להצעה ותעביר אותה לרת"א במועדים שנקבעו לכך

(ב) חוק רישוי שירותי התעופה, התשכ"ג-1963 (להלן: "חוק הרישוי") ותקנות הרישוי

חוק זה, המסדיר עקרונות רישוי בתחומי התעופה ומכוחו ניתן לאל על רישיון להפעלה מסחרית תקנות שהוצאו מכוחו של חוק הרישוי מסדירות, בין היתר, רישום יתר, רישיונות להפעלת כלי טיס והשכרתם והפעלת טיסות שכר

(ג) חוק תובלה אווירית, התש"ס-1980

חוק זה והצווים וההודעות שהוצאו מכוחו מאמצים מספר אמות בינלאומיות הקובעות כללים שונים בדבר תובלה אווירית בינלאומית, בעיקר לענין אחריותו של מוביל אווירי לנזקים (נזקי גוף ונזקי רכוש), שנגרמו במהלך תובלה אווירית בינלאומית והפיצוי המוטל על מוביל אווירי בגין אחריותו כאמור החוק החיל את האמנה לאיחוד כללים מסוימים בדבר תובלה בין-לאומית באוויר (אמנת ורשה), על תיקוניה במאי 1999 נערכה במונטריאול אמנה חדשה הקובעת כללים בהובלה האזרחית הבינלאומית באוויר (להלן "אמנת מונטריאול") שמטרתה לגבש, לעדכן ולהביא למודרניזציה של מערכת הכללים הקיימת מכח אמנת ורשה, לרבות העלאת גבול האחריות לנזק שנגרם לגופו או לרכושו של נוסע, הוספת סמכויות שיפוט והטלת חובת ביטוח על המוביל האווירי אמנת מונטריאול נכנסה לתוקף בישראל החל מיום 20 במרץ 2011

(ד) שוויון זכויות לאנשים עם מוגבלויות

בפרק השלישי לתקנות שוויון זכויות לאנשים עם מוגבלויות (הסדרת נגישות לשירותי תחבורה ציבורית), התשס"ג - 2003 נקבעו הוראות בקשר לחובת הסדרת עזרים לאנשים עם מוגבלות בתובלה אווירית המטילות על מובילים אוויריים חובות שונות כתנאי להפעלת כלי טיס

(ה) חוק רשות שדות התעופה, התשל"ז-1977

חוק זה, התקנות והכללים שהוצאו מכוחו מסדירים, בין היתר, את הנושאים הבאים אגרות תעופה, הובלת משגורי יבוא, כניסה לשטחים מוגבלים, דמי הרשאה ופריקת כלי-טיס וטעינתם

(ו) חוק רשות התעופה האזרחית, התשס"ה-2005

חוק זה קובע את תפקידי רשות התעופה האזרחית, אשר בין יתר תפקידיה לקבוע ולהבטיח קיומם של סדרי תעופה פנים ארציים ובינלאומיים על פי דיני הטיס, להעניק רשיונות, היתרים ואישורים בתחום התעופה האזרחית, לפי דיני הטיס, לפקח על תחום התעופה האזרחית, ובכלל זה על שמירת רמה נאותה של בטיחות הטיסה בכלי טיס ישראלים ובכלי טיס המצויים במרחב האווירי של ישראל

בעניין זה, יוזכר כי ביום 1 בנובמבר 2012 הודיע משרד התחבורה כי ממשל התעופה האמריקאי (FAA) החזיר את דירוג בטיחות הטיסה של ישראל לקטגוריה 1 (Category I), אשר הורד בשנת 2008 ובעקבות זאת בוצעו על ידי רשות התעופה האזרחית סדרת פעולות שעיקרן הסדרת החקיקה בדיני הטיס בישראל (לרבות חוק הטיס) והוחל בהליך של רישוי מחדש (re-certification) לפעילותה המבצעית של החברה וכן למכון הבדק של החברה, אשר הסתיים בהצלחה עת קיבלה החברה ביום 1 בפברואר 2015 רישיון הפעלה אווירית ורישיון מכון בדק מרת"א

(ז) חוק ההגבלים העסקיים, התשמ"ח-1988

ביום 1 בינואר 2009 נכנס לתוקפו תיקון מספר 10 לחוק ההגבלים העסקיים, אשר סייג את הפטור הסטטוטורי אשר נכלל בחוק ההגבלים העסקיים עד לסוף שנת 2008, להסדרים בין מובילים אוויריים הנוגעים לתובלה בינלאומית. כצעד נלווה לסיוג הפטור הסטטוטורי, הותקן פטור סוג על ידי הממונה על הגבלים עסקיים (להלן "פטור הסוג" ו"הממונה", בהתאמה), אשר פוטר סוגים שונים של הסדרים בין מובילים אוויריים, במטרה למנוע החלה גורפת ובלתי רצויה של פרק ההסדרים הכובלים על אלפי הסדרים אשר יוצרים את הבסיס לפעילות התעופה מישראל ואליה ואינם מסכנים את התחרות

פטור הסוג עוסק במגוון רחב של הסדרים ופטר מדרישת אישור פרטני הסדרים תפעוליים שונים, הסכמי אינטרליין ומטען שאינם כוללים הבטחת כמות מינימלית של כרטיסי טיסה או קיבולת מטען והסכמי נוסע מתמיד

ביום 11 בדצמבר 2012 פורסמו כללי ההגבלים העסקיים (פטור סוג להסדרים בין מובילים באוויר שעניינם שיווק קיבולת טיסה ליעדים הכפופים להסכמי שמיים פתוחים), התשע"ג – 2012 הקובע פטור מקבלת אישור בית הדין להסדר שיווק קיבולת טיסה (לרבות הסדר קוד משותף) בהתקיים התנאים הבאים (א) עניינו של ההסדר בקווי תעופה שחל לגביהם הסכם "שמיים פתוחים", (ב) ההסדר אינו מגביל את התחרות בחלק ניכר של השוק המושפע ממנו או

עלול להגביל את התחרות בחלק ניכר משוק כאמור, אך אין בו כדי לפגוע פגיעה משמעותית בתחרות בשוק כאמור, (ג) עיקרו של ההסדר אינו בהפחתת התחרות או במניעתה והוא אינו כולל כבילות שאינן נחוצות למימוש עיקרו, (ד) הצדדים להסדר הודיעו על קיומו לממונה על הגבלים עסקיים

ביום 28 בנובמבר 2013 פורסמו על ידי רשות ההגבלים העסקיים כללי ההגבלים העסקיים (פטור הסוג להסדרים בין מובילים באוויר) (מס' 2), התשע"ד-2013 ("פטור הסוג החדש") המחדשים ומתקנים את כללי ההגבלים העסקיים (פטור הסוג להסדרים בין מובילים באוויר), התשס"ט-2008 אשר פורסמו באוגוסט 2008 פטור הסוג החדש, בדומה לפטור הסוג הקודם, עוסק בהחרגת סוגי הסדרים בין מובילים באוויר מתחולת פרק ההסדרים הכובלים בחוק ההגבלים העסקיים, התשמ"ח-1988 פטור הסוג החדש מותיר על כנם את ההסדרים המשפטיים שנקבעו בפטור הסוג הקודם, למעט בכל הקשור להסדרי חכירה בין מובילים אוויריים ביחס להסדרים אלה, קובע פטור הסוג החדש דרישות שונות לתחולתו, תוך הבחנה בין חכירות יבשות לרטובות, בין החכרת מטוס להובלת מטען לבין חכירות אחרות, ובין חכירות הנעשות בין מובילים ישראליים לבין חכירות הנעשות בין מוביל ישראלי למוביל זר

פטור BSP

ביום 7 בנובמבר 2013 פרסם הממונה על ההגבלים העסקיים את החלטתו בדבר מתן פטור מאישור בית הדין להסדר כובל שצדדים לו ארגון התעופה הבינלאומי (יאט"א) וחברות התעופה ואשר עניינו תכנית ה-BSP (Billing and Settlement Plan) וזאת לפי סעיף 14 לחוק ההגבלים העסקיים, התשמ"ח-1988 ("הפטור") ענינו של ההסדר הינו התקנה ושימוש של מערכת סליקה מרכזית ממוחשבת המסדירה את תהליכי ההתחשבות והתשלום בין סוכני הנסיעות מורשי יאט"א וחברות תעופה שהצטרפו להסדר באמצעות תכנית ה-BSP פטור קודם להסדר ה-BSP ניתן על ידי הממונה ביום 14 בנובמבר 2010 בכפוף לתנאים תוקפו של הפטור הינו עד ליום 7 בנובמבר 2018 ואף הוא מותנה בתנאים הדומים במהותם לתנאים שנקבעו על ידי הממונה בהחלטתו מיום 14 בנובמבר 2010 עניינם של התנאים שנקבעו חובת יאט"א לחבר את כל סוכני הנסיעות החפצים בכך למערכת ה-BSP ולנהוג באופן בלתי מפלה בין סוכני הנסיעות, מגבלות על העברת מידע, הגבלות על היכולת לנתק סוכן נסיעות מן התוכנית, היכולת של סוכני נסיעות שלא לשלם סכומים השנויים במחלוקת ועוד כמו כן נקבע כי במצבים בהם חברת התעופה מושעת מהסדר ה-BSP בשל קשיים פיננסיים אין לאפשר לסוכני הנסיעות לקזז סכום שנוי במחלוקת המיוחס לאותה חברה ובמקביל אין לחייב סוכן לשלם סכום אותו חייב לאותה חברת תעופה באמצעות התכנית

החלטות והליכים בנושא מונופולין

ביום 27 באוקטובר 2005 התקבלה בחברה הודעת הממונה על ההגבלים העסקיים בדבר הכרזתו על החברה כבעלת מונופולין בהטסת נוסעים רגישי זמן ורגישי מחיר בשוקי התעופה האזרחית ליעדים יוהנסבורג, הונג קונג, בנגקוק ובומביי

ביום 9 בספטמבר 2012, קיבלה החברה את הודעת הממונה על ההגבלים העסקיים, לפיה הוכרזה החברה כבעלת מונופולין במתן שירותי אבטחת תעופה בחוף לארץ, על פי הנחיות מקצועיות הניתנות לחברות תעופה בהתאם להוראות החוק להסדרת הביטחון בגופים ציבוריים, התשנ"ח-1998 ועל פי חוק הטיס (בטחון בתעופה האזרחית), התשל"ז-1977, לגבי

נוסעים ומטען בטיסות נוסעים ביום 3 בפברואר 2013 הגישה החברה ערר לבית הדין להגבלים עסקיים על החלטת הממונה כאמור, אשר עדיין תלוי ועומד בפני בית הדין

(ח) הוראות חקיקה החלות על החברה כ"חברה מעורבת"

לפרטים בדבר הוראות חקיקה החלות על החברה כ"חברה מעורבת" ראו סעיף זה בדוח התקופתי של החברה לשנת 2013

(ט) חוק שירותי תעופה (פיצוי וסיוע בשל ביטול טיסה או שינוי בתנאיה), התשע"ב-2012

ביום 16 באוגוסט 2012 נכנס לתוקפו חוק שירותי תעופה (פיצוי וסיוע בשל ביטול טיסה או שינוי בתנאיה), התשע"ב-2012 החוק מאמץ, תוך התאמות ושינויים מסוימים, את עקרונות תקנת האיחוד האירופי 261/2004, אשר נכנסה לתוקף בחודש פברואר 2005, והקובעת תנאים לדחיית נוסעים מטיסות, עיכובים בטיסות וביטול טיסות החוק חל על כל הטיסות (סדיר ושכר) היוצאות מישראל וכן על טיסות נכנסות לישראל - אם נוסעיהן לא קיבלו את הסעדים המבוקשים בהתאם לדיני מדינת המוצא בהתאם לחוק, במקרים של ביטול טיסה, עיכוב בטיסה, סירוב להעלות נוסע לטיסה ושינוי מחלקת ההושבה למחלקה נמוכה יותר, בכפוף לקיום התנאים והנסיבות המקדמיים שקבע החוק, יהיה נוסע זכאי להטבות כגון סיוע ללא תשלום, החזר הוצאות, כרטיס טיסה חלופי ואף פיצוי כספי

רשיונות עסק, היתרי בנייה והיתרי העסקה

9 11 3

חלק מפעילויותיה של החברה מחייב קבלת רשיונות על פי חוק רישוי עסקים, התשכ"ח-1968 או קבלת היתרים מגורמים רגולטורים שונים החל משנת 2003 הגישה החברה בקשות לרישוי עסקים לפעילות אשר עבורה נדרש רישוי במסגרת הסדרת רשיונות העסק, החברה פועלת להסדרת כלל המבנים בתחומה, לרבות מבנים ישנים, אשר לא מצויים בידי החברה היתרי בניה בגינם מתקופת היות החברה חברה ממשלתית החברה פועלת תוך תיאום עם נציגי משרד הפנים ומעסיקה יועצים מומחים לשם סיוע בהליך במסגרת זו פועלת החברה על פי תכנית מתאר מסודרת לשם השלמת הליך קבלת היתרי הבניה והתאמתם למבנים הקיימים היום וכן הסדרת הרישיונות לניהול עסק של החברה במהלך השנים האחרונות (החל משנת 2008) התקבלו חמישה היתרי בנייה עבור מתחמים שונים הכוללים את מרבית המבנים אשר לא היה עבורם היתר בנייה בנוסף, בקשה עבור היתר בנייה עבור מגרש אשר כולל במרביתו מבנים שנבנו לפני שנת 1965 תוגש לועדה במהלך שנת 2015 לצורך הסדרת היתר בנייה של מספר חריגות קלות שנמצאו בהצלבת מדידה מצבית אל מול היתרי בנייה שנתקבלו לפני שנת 1965 ותצ"א שצולמה בשנה זו (1965)

לצורך פעילותה, נדרשת החברה ל- 31 רישיונות עסק נכון לחודש מרץ 2015, מחזיקה החברה ב- 18 רישיונות עסק לצמיתות, רישיון זמני אחד וכן 12 בקשות לחידוש הנמצאות בשלבי אישור

לעניין חברת הבת כתית - לכתית יש 5 רישיונות עסק ורישיון למשקאות משכרים המתחדשים בהתאם לדרישות הועדה והרשויות

לעניין חברת הבת תמ"מ - למפעל תמ"מ רישיון עסק בתוקף עד ליום 30 ביוני 2015

אי קבלת רישיונות והיתרים או אי עמידה בתנאים שנקבעו בהיתרים וההשלכות הנובעות מכך הינם מידע צופה פני עתיד, כהגדרתו בחוק ניירות ערך, הכולל הערכות של החברה או תחזיות שלה נכון לתאריך הדוח. לפיכך, התוצאות במועל של אי קבלת רישיונות עסק והיתרי בניה או אי קבלת היתרים מתאימים לפעילות החברה עשויות להיות שונות באופן מהותי מן התוצאות המוערכות או משתמעות

ממדיע זה כתוצאה ממספר רב של גורמים, בין היתר, פעולות רשויות בקשר עם רשיונות, שינוי הוראות חוקיות או תפעוליות ותוצאות הליכים משפטיים.

רשיון להפעלה מסחרית

9 11 4

לחברה רשיון הפעלה מסחרית (מס' 1/88) חדש שניתן ביום 22 בינואר 2014 (במקום הרישיון הקודם מיום 2 באוגוסט 1988), שהוענק על ידי שר התחבורה על פי חוק הרישוי וכולל הוראות כלליות לעניין הפעלת כלי טיס, לרבות החובה להפעיל טיסות על פי רשיון, חובת קיום הוראות הדין ושמירה על בטחון המדינה ובטיחות הטיס. הרשיון תקף כל עוד לא בוטל או הותלה על ידי שר התחבורה או רת"א

ברשיון נקבעה הוראה לפיה בעל הרשיון יהיה "מפעיל ישראלי" כהגדרתו בחוק רישוי שירותי התעופה, התשכ"ג – 1963 ונקבעו חובות לעניין הגשת דוחות ונתונים לרת"א

השירותים שבעל הרשיון רשאי להציע ולבצע מצוינים בתוספת לרשיון ועיקריה הולכת נוסעים והובלת טובין בטיסות סדירות בין ישראל לבין נקודות במדינות חוץ ובין נקודות כאמור לבין עצמן יצוין, כי חלק מהנקודות לא מנוצל על ידי החברה בשל חוסר כדאיות כלכלית (ובהתאם רשאי שר התחבורה לבטל מינוי כאמור), הולכת נוסעים בין נתב"ג לאילת בטיסות הזנה (Feeder), הולכת נוסעים בטיסות פנים ארציות בקו נתב"ג-אילת, הובלת מטען באמצעות מטוסי מטען (All Cargo) בטיסות סדירות בין-לאומיות ובטיסות שכר בין-לאומיות, הולכת נוסעים והובלת טובין בטיסות שכר בין-לאומיות

רשיון להפעלה אווירית

9 11 5

לחברה רשיון הפעלה אווירית (מספר 1/88) (להלן "רישיון") המוצא מעת לעת על ידי רשות התעופה האזרחית

הרישיון קובע, בין היתר, כי המפעיל (אל על) רשאי לבצע הפעלה מסחרית מבצעית, כפי שמוגדר במפרטי ההפעלה המהווים חלק מהרישיון, בהתאם לספר העזר למבצעים של המפעיל ובהתאם לתקנות הטיס המפורטות ברישיון מכח הרישיון, החברה רשאית לפעול כ"מוביל אווירי נקוב" של אווירונים גדולים [לפי הפרק ה-13 של תקנות הטיס (הפעלת כלי טיס וכללי טיסה)] ולהפעיל טיסות בינלאומיות לאזורים הגיאוגרפים המוגדרים במפרטי ההפעלה

כלי הטיס הרשומים במפרטי ההפעלה בעלי רישום ישראלי או בבעלות זרה באישור רת"א, בבעלות מלאה של בעל הרישיון, או יעמדו לרשותו של בעל הרישיון, באישור רת"א ושר התחבורה והבטיחות בדרכים על המפעיל חלה חובת דיווח על כל שינוי ברשימת המטוסים המופיעה במפרטי ההפעלה, כגון מכירה, רכישה, החכרה למפעיל אחר ו/או חכירה מכל מפעיל ישראלי, או מפעיל זר, הדיווח לעיל יוגש לרת"א

כאמור בסעיף 9 11 2 (א) לעיל, החברה החלה ביום 26 ביוני 2012 הליך "רישוי מחדש" לשם תיקוף מחדש של רשיון הפעלה אווירית של החברה, כפי שנדרש על ידי ה-FAA מרשות התעופה האזרחית, כחלק מחזרתה של מדינת ישראל לקטגוריה 1 החברה סיימה בהצלחה את הליך ה"רישוי מחדש" כאמור וקיבלה ביום 1 בפברואר 2015 רשיון הפעלה אווירית חדש מרת"א בהתאם לתיקון לתקנות הטיס (הפעלת כלי טיס וכללי טיסה), התשמ"ב – 1981, שפורסם ביום 9 במרץ 2014, נקבע כי רשיון הפעלה אווירית יהיה תקף למשך שנתיים מיום הענקתו, אלא אם בוטל או הותלה על ידי מנהל רת"א או אם רשיון הפעלה המסחרית שבהסתמך עליו הוא ניתן - בוטל או הותלה (ההסדר הקיים עד למועד כניסת התקנות לתוקף אינו קובע הגבלה על משך תוקפו של רשיון הפעלה אווירית)

בתעופה האזרחית שולט העקרון האוניברסלי, לפיו כל מדינה היא ריבונית על המרחב האווירי שלה ועל כן - כל טיסה מסחרית אל או מעל מדינה כלשהי מחייבת היתר של אותה מדינה. ההיתר יכול שינתן במסגרת הסכם בילטרלי (כמקובל לגבי טיסות סדירות) או הסכם "שמיים פתוחים" או לגבי טיסה/ות אד-הוק.

ענף התעופה האזרחית הבינלאומית פועל במסגרת מערכת של הסדרים רגולטוריים הנוגעים לרוב ההיבטים התפעוליים של חברת תעופה ובמיוחד בנושא זכויות טיס, קיבולת מותרת, אחריות מוביל אוירי לנזקים (נזקי גוף ורכוש) וסטנדרטים של בטיחות טיסה, בטחון ורעש מערכת הסדרים זו מורכבת מאמנות בינלאומיות, חוקים, תקנות והוראות מינהליות ובנוסף הסכמים בילטרליים ומולטילטרליים.

הבסיס הקיים להסדר הרגולטורי הבינלאומי בנושא התעופה האזרחית הבינלאומית הוא אמנת שיקגו משנת 1944

בעקבות האמנה הוקם הארגון הבינלאומי לתעופה אזרחית (ICAO), שהינו סוכנות של האו"ם במסגרת ובחסות ICAO נקבעים סטנדרטים ונוהלים מומלצים בתחומים שונים של הפעילות התעופתית. זכויות להובלת נוסעים ומטען בתמורה בין מדינות ונושאים הקשורים בכך מוסדרים בהסכמים לתובלה אווירית או הסכמי תעופה (בילטרליים), המבוססים על הדדיות ומתן הזדמנות הוגנת ושווה לחברות התעופה של שתי המדינות.

הסכמי תעופה ועקרונות התעופה האזרחית בישראל

9 11 7

הסכמי תעופה - כללי

9 11 7 1

רוב זכויות הטיס שעל פיהן מתירה מדינת ישראל לחברה להוביל נוסעים ומטען בקווים הבינלאומיים מעוגנות בהסכמי תעופה שבין ישראל ובין מדינות חוץ, ומיעוטן (בשל העדר הסכמי תעופה) בהסכמים שבין רשויות התעופה או בהסכמים מסחריים בין החברה לבין מוביל אוירי של המדינה השניה, הטעונים אישור רשויות התעופה של שתי המדינות המרכיבים העיקריים בהסכמי תעופה כוללים, בין היתר, את זכויות הטיס המוענקות, קביעת מוביל נקוב והקיבולת המותרת.

רוב הסכמי התעופה שישראל צד להן ניתנים לסיום או ביטול בהודעה מוקדמת של שנה. בעקבות הודעה כני"ל מתנהל בדרך כלל מו"מ בין שתי המדינות לקביעת הסדר ביניים או תנאים חדשים לפני שפג תוקפו של ההסכם.

כאמור לעיל, ביום 10 ביוני 2013 נחתם בלוקסמבורג הסכם "השמיים הפתוחים" בין מדינת ישראל והאיחוד האירופי במסגרת ההסכם, מתאפשר לכל חברות התעופה באיחוד האירופי להפעיל טיסות ישירות לישראל מכל מקום באיחוד האירופי וחברות התעופה הישראליות יכולות להפעיל טיסות לשדות תעופה בכל רחבי האיחוד האירופי עם כניסתו לתוקף, ההסכם החליף את כל ההסכמים הבילטרליים בין ישראל למדינות האיחוד וביטל את מרבית המגבלות על מספר המובילים, התדירויות, הקיבולת וסוגי המטוסים אשר יורשו להוביל בין מדינת ישראל למדינות האיחוד האירופי.

כמו כן, במהלך שנת 2014 נחתמו הסכמי תעופה חדשים בין ישראל ומספר מדינות נוספות, אשר מאפשרים כניסת מובילים נקובים נוספים ליעדים קיימים וחדשים וכן הגדלת התדירויות המותרות לחברות התעופה של הצדדים לפרטים נוספים ראו סעיף 7 1 10 לעיל.

בעבר, כל ממשלה העניקה לרעותה בהסכם תעופה את הזכות לייעד מוביל אווירי אחד או יותר מטעמה ("מוביל נקוב" - Designated Carrier) למוביל הנקוב הוענקה הזכות להפעלת טיסות סדירות לצורך הובלת נוסעים, מטען ודואר בין שתי המדינות לעיתים, הוענקה למוביל הנקוב גם הזכות להפעיל טיסות סדירות מהמדינה השנייה למדינה שלישית (בכפוף להסכם עם המדינה השלישית) ברב הסכמי התעופה בין מדינות, קבעה כל ממשלה מוביל אווירי אחד כ"מוביל נקוב" מטעמה שיפעיל את הטיסות וינצל את הזכויות שעל פי ההסכם לאחר שנקבע "מוביל נקוב" היה עליו לקבל הרשאה מרשות התעופה של המדינה השנייה עד למחצית שנות התשעים, היתה החברה המוביל הנקוב היחיד של ישראל בתחום הטיסות הסדירות להובלת נוסעים ומטען אל ישראל וממנה במעמדה האמור של החברה חל שינוי בעקבות מתן רשיונות למובילים ישראליים נוספים כ"מובילים נקובים" למספר יעדי טיסה, חלקם במקום החברה וכן בעקבות חתימת הסכם "השמיים הפתוחים" עם האיחוד האירופי, אשר למעשה מייתר את הצורך במינוי מוביל נקוב ליעדים הנכללים בהסכם זה

בעלות ושליטה על מוביל אווירי

9 11 7 3

אין הסדר בינלאומי אחיד באשר לאחוז הבעלות והשליטה המעשית על מוביל אווירי שצריכים להיות בידי המדינה או אזרחיה בהסכמי התעופה הביטורליים שמדינת ישראל צד להם נכללת הוראה, לפיה כל אחת מהמדינות המתקשרות שומרת לעצמה את הזכות להשעות או לבטל את ההיתר שניתן על ידי לחברת תעופה של המדינה האחרת, אם "הבעלות העיקרית והשליטה בפועל" (substantial ownership and effective control) אינן בידי המדינה המתקשרת או אזרחיה של מדינה מתקשרת ההסכמים אינם כוללים הגדרות של מונח זה

הפרקטיקה במדינות העולם המערבי הייתה בעבר לקבל את המינוי של חברת התעופה כמוביל נקוב כאילו היא כוללת בחובה הצהרה שהדרישה ל- Substantial ownership and effective control מתקיימת הלכה למעשה, ואם ימצא כי הדרישה חדלה להתקיים, תידרש אותה מדינה לתיקון המצב

הסכם "השמיים הפתוחים" עם האיחוד האירופי עידכן את הסעיפים המתייחסים לבעלות ושליטה ומאפשר לחברות תעופה שהבעלות והשליטה עליהן היא באחת ממדינות האיחוד האירופי, להפעיל טיסות מכל יעד במדינות האיחוד לישראל

קיבולת (Capacity)

ברוב הסכמי התעופה שישראל צד להם היתה הגבלה על הקיבולת או התדירות המרבית שמותר לכל חברת תעופה להציע בקווי הטיסה המוסכמים כדי להבטיח שוויון הזדמנויות למובילים האוויריים של שתי המדינות שנקשרו בהסכם תעופה כאמור לעיל, הסכם "השמיים הפתוחים" שנחתם בין ישראל ומדינות האיחוד האירופי מבטל את המגבלות שהיו נהוגות של מספר המובילים, תדירות, קיבולת וסוגי המטוסים

תעריפי טיסה

9 11 7 4

במסגרת יאט"א, האיגוד הבינלאומי של חברות התעופה הסדירות, מפורסמים תעריפים לטיסות בקווים הבינלאומיים תעריפים אלה מאפשרים לנוסע לרכוש כרטיס טיסה בחברה אחת ולנצל אותו לטיסה או לטיסות נוספות בחברות אחרות (במסגרת הסכמי Interline) בנוסף לתעריפים במסגרת יאט"א, עליהם קיים פיקוח של רשויות התעופה, רשאית החברה לקבוע תעריפים מיוחדים באופן חד צדדי

משרד התחבורה הישראלי אינו מתערב, כדרך כלל, בקביעת התעריפים שהחברה מפרסמת באופן חד צדדי ובתנאי שרמת תעריפים אלה אינה גבוהה ממחירי יאט"א יאט"א בוחנת את תעריפי החברות ובהתאם מפרסמת תעריפים ממוצעים (Flex Fares), המשמשים כתעריפי אינטרליין

על פי הסכם התעופה בין ישראל לבין ארה"ב, למובילים חופש פעולה בקביעת תעריפים ורק אם שתי הממשלות מתנגדות לתעריף שהוצע (שיטה הידועה כ"דחיה כפולה" - double disapproval), בשל היותו חריג (מוגזם או בגדר "היצף"), התעריף החדש לא מאושר ואי אפשר להציעו לציבור

על אף המחירים המפורסמים על ידי יאט"א (Flex Fares), רוב כרטיסי הטיסה וקיבולת המטען נמכרים במחירים נמוכים מאלה שהוסכמו ואושרו, או בתנאים שונים מאלה שנקבעו לתעריפים השונים החברה נוהגת כמקובל בענף, תוך התאמת מדיניותה לתנאי השוק חלק ניכר מהכנסות החברה נובע ממכירות בתנאים אלה

בשנים האחרונות נוצר מגוון רחב יותר של תעריפי כרטיסי טיסה בכל מחלקות השרות במטוס יש כמה סוגי מחלקות רישום (או סוגי מחיר) לכל מחלקת רישום כאמור ביקוש שונה ותנאים שונים בתקופות שונות של השנה כמו כן, מורכב המחיר הכולל המוצע לציבור מהתעריפים השונים, תוספות הנגבות על ידי המוביל לרבות תוספת ביטחון ומסי נמל

תעריפי טיסות שכר נקבעים בצורה שונה מתעריפי הטיסות הסדירות כל מארגן מחוייב לשלם למוביל האווירי עבור הקיבולת (מספר המושבים) שחכר והוא קובע לעצמו את המחיר למושב, בדרך כלל מחיר לחבילה כולל טיסה וסידורי קרקע מארגן המבקש אישור להפעלת טיסה או סדרת טיסות שכר צריך לציין את המחיר המוצע לציבור ולקבל אישור לביצוע הטיסות ומחיריהן מרשויות התעופה של המדינות הנוגעות בדבר

מדיניות התעופה האזרחית הבין-לאומית של ישראל

9 11 8

במשך השנים קיבלו ממשלות ישראל וועדות שרים (להפרטה או לחברה וכלכלה) שורה של החלטות בנוגע למדיניות התעופה האזרחית הבינלאומית של ישראל בחודש מאי 2003 התקבלה החלטה מספר 323, חכ"ל 14 של ועדת השרים לענייני חברה וכלכלה בעניין "מדיניות התעופה של מדינת ישראל בקווים סדירים" בחודש אוגוסט 2005 התקבלה החלטה בדבר "עידוד התחרות בתחום התעופה האזרחית לישראל וממנה" ובחודש ספטמבר 2006 התקבלה החלטה מספר 441 בדבר עידוד התחרות בתחום התעופה האזרחית לישראל וממנה וההחלטה של שר התחבורה והבטיחות בדרכים על הקמת ועדה ציבורית לבחינת "השמים הפתוחים"

בשנים האחרונות, מיושמת במדינת ישראל מדיניות של ליברליזציה גוברת בענף התעופה, "שמיים פתוחים", במטרה לעודד ולהגביר את תנועת התיירות לישראל על ידי הגברת התחרות בין חברות התעופה

לפרטים נוספים בנוגע להחלטות הממשלה ומדיניות השמיים הפתוחים ראו סעיף 10 7 לעיל

מניית המדינה המיוחדת

9 11 9

בסמוך לפרסום תשקיף 2003 הקצתה החברה למדינה "מניית מדינה מיוחדת" הזכויות המוענקות למחזיק במניית המדינה המיוחדת מפורטות בתקנון החברה, אשר אף מפרט את העניינים החיוניים של המדינה בחברה, אשר יש להגן עליהם באמצעות מניית המדינה המיוחדת לפרטים בדבר עניינים חיוניים אלה ראו סעיף זה בדוח התקופתי של החברה לשנת 2013

מערך התחזוקה של החברה הוסמך על ידי מכון התקנים הישראלי לתקן איכות ISO 9001 כמו כן, הוסמך מערך התחזוקה של החברה כמכון בדק מאושר על ידי רשות התעופה האזרחית בישראל, רשות התעופה הפדראלית ארה"ב (FAA) והסוכנות האירופית לבטיחות בטיסה (EASA) של האיחוד האירופי יובהר כי אישור הסוכנות האירופית לבטיחות בטיסה של איגוד מדינות אירופה (EASA) הינו למערך תחזוקת הקו של החברה

במהלך שנת 2014, התקיימה בחברה ביקורת תקני IOSA (IATA Operational Safety Audit) החברה עמדה בכל הדרישות לקבלת הארכה לתו התקן אשר ניתן לה ובחודש יוני 2014 קיבלה החברה את הסמכת IOSA מיאט"א לתקופה של שנתיים נוספות. תקן זה הוא תקן בינלאומי בתחומי התפעול, בטיחות ואיכות בחברות תעופה המהווה תנאי לחברות ביאט"א. קבלת תו התקן כאמור מעמידה את החברה בשורה הראשונה של חברות התעופה בעולם בנושא בטיחות תעופתית

E-IOSA

אל על נמצאת בתהליך מתקדם של הכנה לביקורת של יאט"א הנקראת ENHANCED - E IOSA IATA OPERATIONAL SAFETY AUDIT הביקורת הינה תנאי לחברות בארגון יאט"א והיא נגזרת מדרישות הארגון הבינלאומי לתעופה אזרחית (ICAO) הביקורת נערכת אחת לשנתיים באגפים התפעוליים של החברה ובמתכונתה הנוכחית מבוצעת על ידי החברה במסגרת ההכנה מכשירה החברה מסד מתאים של סוקרים וסוקרים בכירים בעלי הסמכות מתאימות על מנת שיתנו לחברה את המענה והיכולות לביצוע הביקורת העצמית אשר נבחנת בסוף התהליך על ידי יאט"א

כמו כן, קיים בחברה מערך "אירוע משברי", בנוי ומתורגל על פי הנחיות יאט"א, אשר בדק ואישר את המערך בארבעה מבדקים נפרדים בשנים 2006, 2008, 2010 ו-2012 החברה מבצעת תרגילי "אירוע משברי" בהיקף כלל חברתי אחת לתקופה (תרגיל כלל חברתי אחרון בוצע בשנת 2014 ותרגיל להנהלה הבכירה של החברה בוצע בשנת 2015) וכן מעדכנת את נהליה בהתאם להתפתחות העולמית בנושא (עלונים, כנסים ומדיה מקצועית)

בקרת איכות

9 11 11

מערך התחזוקה בחברה מפוקח על ידי מערך ביקורת איכות פנימי במכון הבדק של החברה הפועל על פי הנחיות היצרן ותוכנית אחזקה המאושרת על ידי רשות התעופה האזרחית וכן על ידי הממונה על כשירות אווירית נמשכת (שמונה עם השלמת הליך ה"רישוי מחדש" של החברה) שאחראי לכשירות האווירית הנמשכת של מטוסי החברה ואחראי לוודא שפעולות הבדק במטוסים מבוצעות לפי תוכנית האחזקה המאושרת

הסדרי בטחון

9 11 12

ענף התעופה האזרחית, ובעיקר בנתיבים לישראל וממנה, מהווה יעד להתנכלויות של גורמים שונים, ובעיקר של ארגוני טרור בכל רחבי העולם. החברה נוקטת פעולות אבטחה מיוחדות, בהנחיית הגורם הממלכתי המופקד על נושא זה

השתתפות המדינה בהוצאות אבטחת התעופה

לפרטים בדבר החלטות הממשלה בנושא שיעור השתתפות המדינה בהוצאות אבטחת התעופה ראו סעיף זה בדוח התקופתי של החברה לשנת 2013

ביום 18 בדצמבר 2013 נתקבל אישור גורמי המדינה בדבר העלאת השתתפות המדינה בהוצאות הביטחון של חברות התעופה הישראליות כך ששיעור השתתפות המדינה יעמוד על 97.5% על פי הודעת הגורמים במדינה, האישור להעלאת שיעור השתתפות כאמור הינו רטרואקטיבית החל מיום 16 ביולי 2013, המועד בו אושר על ידי המדינה כי נתקיימו התנאים שנקבעו בהחלטת הממשלה מספר 4026 ליישום הסכם "השמיים הפתוחים" באופן המזכה את חברות התעופה הישראליות בשיעור ההשתתפות המוגדל

בעניין זה, יצוין כי נכון למועד הדוח, טרם אישר משרד האוצר את דרישת אגף הביטחון של אל על להגדלת תקציב הביטחון לשנת 2015 (לרבות פער תקציבי ביחס לשנת 2014) כתוצאה מהגידול הצפוי בפעילותן של חברות התעופה הישראליות זאת כפועל יוצא של הסכם "השמיים הפתוחים" עם האיחוד האירופי ככל שהתקציב כאמור לא יאושר במלואו על ידי הגורמים הרגולטורים הרלבנטיים, עלול להיווצר קושי בפעילותן של חברות התעופה הישראליות ובכללן החברה

יישום החלטת הממשלה ביחס להשתתפות בשיעור של 97.5% בהוצאות אבטחת התעופה של חברות התעופה הישראליות, והשפעתה האפשרית על פעילותה של החברה ותוצאותיה הכספיות הינו מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך. אופן ומידת יישומה של החלטת הממשלה בפועל, קבלת מימון הוצאות הביטחון בשיעור המעודכן ובהתאם לגידול הפעילות של חברות התעופה הישראליות וכן אופן היישום של הסכם שמיים פתוחים עם האיחוד האירופי עשויים להתבצע בפועל באורח שונה מכפי שהוערך, בין השאר עקב מגבלות רגולטוריות, מגבלות כלכליות בשל הצורך ברכישת ציוד לצרכי הפעלת קווי תעופה נוספים, מגבלות חוזיות הכרוכות בשינוי הסכמים בילטרליים או הסכמי תעופה אחרים, שינויים במצב הביטחוני, הכלכלי והגיאופוליטי והשפעתם על התחרות וכן שינוי החלטות ממשלה.

להלן פירוט ההוצאות הישירות לאבטחת נוסעי החברה, מטוסיה ועובדיה, תוך חלוקה לחלק הממומן על ידי החברה וחלק הממומן על ידי המדינה

מימון המדינה (באלפי דולר)	חלק החברה (באלפי דולר)	סה"כ (באלפי דולר)	
127,470	3,486	130,956	2014
102,898	15,437	118,335	2013
82,999	33,212	116,211	2012

בנוסף, לחברה עלויות בטחון עקיפות הנובעות, בין היתר, מהטסת מאבטחים במקום נוסעים משלמים כמו כן, החל מחודש אוקטובר 2001 הותר לחברה לגבות תוספת ביטוח ובטחון בסך 8 דולר לקטע טיסה

מערכות מיגון למטוסים

בהמשך להחלטת ממשלת ישראל על פיה על כל חברות התעופה הישראליות להצטייד במערכת מיגון במטוסי הנוסעים שלהן ובהמשך להחלטת ועדת השרים לביטחון לאומי מחודש ספטמבר 2011, לפיה המדינה תשתתף במלוא הוצאות מימון העלויות הכרוכות בהפעלת המערכת על נגזרותיה השונות, תחזוקתה והתקנתה, חתמה החברה ביום 30 בספטמבר 2014 על הסכם עם מדינת ישראל אשר מסדיר את השתתפות המדינה בהוצאות המימון של מערכות המיגון אשר יותקנו במטוסים, לרבות מחויבות המדינה לשלם עבור כל הוצאות תחזוקת המערכת והעלויות בגין תוספת דלק, כתוצאה מתוספת הגר והמשקל לכלי הטיס יודגש, כי מדינת ישראל הינה הבעלים של המערכות וכל הוצאות הפיתוח, ההצטיידות, התפעול וההתקנה של המערכות, לרבות הוצאות בשל שיפורים ופיתוחים עתידיים ימומנו במלואן על ידי המדינה מערכת שהותקנה על גבי מטוס של החברה, תוסר ממנו עם תום

תקופת החכירה, מכירת המטוס או ביטול ההסכם עם המדינה, ומצב המטוס יוחזר על חשבון המדינה (שעות עבודה וחלקים בלבד) למצבו טרם התקנת המערכת

בד בבד, ביום 30 בספטמבר 2014 נחתם ההסכם בין אל על לבין חברת אלביט מערכות אלקטרו-אופטיקה אלאופ בע"מ בדבר התקנת מערכות המיגון במטוסי אל על ומטוסי חברת ארקיע לפיהם תשמש החברה כקבלן משנה לביצוע התקנת מערכות המיגון במטוסי החברה וחברות תעופה ישראליות נוספות אל על אמורה להתקין את מערכות המיגון על המטוסים, כאשר לאלאופ ניתנה אופציה להתקנות נוספות קצב ועיתוי ההתקנות מתואם בין רת"א, אלאופ ואל על, בהתאם לתוכנית שיפוץ המטוסים (ההתקנות מתוכננות להתבצע במסגרת ביקורת ה-C של המטוסים) נכון למועד פרסום הדוח, הותקנה המערכת על מספר מטוסי אל על

שירותי אבטחה לחברות תעופה ישראליות

בנוסף, החברה מספקת שירותי אבטחה לחברות תעופה ישראליות, תמורת החזר הוצאותיה הנ"ל של החברה ההתחשבות בגין שירותים אלה הוסדרה באמצעות "מחירון שכר" (משנת 2008) אשר פורסם על ידי משרד האוצר וכן בהתאם לסיכום בנושא בטחון שנערך עם משרד האוצר והחלטת הממשלה מספר 4026 לעניין מתן שירותי אבטחת תעופה על ידי החברה

הפעלה בשעת חירום ולמטרות חיוניות

9 11 13

על פי הדין הקיים ניתן, בעתות חירום, להפעיל את חברות התעופה הישראליות, ובכללן החברה, לצורכי הגנת המדינה או בטחון הציבור או לקיום האספקה או השירותים החיוניים בנוסף לכך, קיימים הסדרים בין החברה לבין המדינה לגבי הטסות לצרכי בטחון המדינה או בעיתות חירום וכן לגבי הטסות לצרכים מיוחדים אחרים, לרבות התמורה בגין על בסיס מסחרי

חוק רישום ציוד וגיוסו לצבא הגנה לישראל, התשמ"ז-1987, מקנה לשר הביטחון, אם הוא משוכנע שבטחון המדינה מחייב זאת, סמכות להכריז בצו על הצורך בגיוס ציוד (הכולל כלי טיס) החוק מתייחס לציוד שיהיה ברשות החברה בזמן חירום החוק מחייב את המדינה בתשלום דמי שימוש בעד הציוד שגוייס ואם בתקופת הגיוס נגרם לציוד נזק - גם פיצויים בשל הנזק

חוק שירות עבודה בשעת חירום, התשכ"ז-1967, מקנה לשר העבודה סמכות לאשר מפעל כ"מפעל חיוני" ומשניתנה הכרזה שכזו לקרוא בצו את כל העובדים לשירות עבודה חיוני החברה אושרה כ"מפעל חיוני" האישור מתחדש מידי פעם בפעם לפי בקשת החברה תוקף האישור הקיים הוא עד ליום 31 בדצמבר 2015

חוק הפיקוח על מצרכים ושירותים, התשי"ח - 1957, מקנה לשר, שהוסמך לכך על ידי הממשלה, סמכות להוציא "צו אישי" או "צו כללי" לעשייה, בין היתר, של "פעולה חיונית" להגנת המדינה, לביטחון הציבור, לקיום אספקה או שירותים סדירים פעולה כנ"ל כוללת, בין היתר, חובה להפעלת מפעל או לעשות כל שירות בר-פיקוח

הסכמים מהותיים

9 12

✓ בחודש ספטמבר 2014 התקשרה החברה עם חברת United Technologies Corporation Pratt & Whitney Division בהסכם לתחזוקה ושיפוץ של 27 מנועים PW4000 בבעלות החברה לתקופה של כשש וחצי שנים היקף ההתקשרות עומד על סך של כ- 70 מיליוני דולר (65 מיליוני דולר לתחזוקת המנועים וכ- 5 מיליוני דולר עבור מנוע חכור שיוצב בחברה)

✓ בחודש אוקטובר 2014 בוצע הליך תיחור בין החברות לאספקת דלק ולחברות המבצעות שירותי תדלוק לאספקה ותדלוק של דס"ל בארץ לתקופה שהחלה ב-1 בינואר 2015 לאחר משא ומתן שנערך עם החברות, אישר דירקטוריון החברה בחודש דצמבר 2014 את ההתקשרויות עם החברות לאספקת דלק "פז", "סונול", ו-"דור אלון" לאספקת 70%, 20% ו- 10% (בהתאמה) מצריכת הדלק השנתית של החברה לשנת 2015 כמו כן, החליטה החברה להתקשר עם החברות המבצעות שירותי תדלוק (זכייניות רשות שדות התעופה) "פז שירותי תעופה" ו"מרקורי", בהסכמים לפיהם תספק כל אחת מהן 50% משירותי התדלוק לחברה בנתבי"ג בשנת 2015 ההיקף השנתי המצטבר של ההסכמים (אספקת דס"ל ושירותי תדלוק בארץ) מוערך בכ- 250 מיליון דולר (נכון למחירי הדס"ל בחודש דצמבר 2014)

כמו כן, לחברה הסכמים בנוגע לעובדים וזכויותיהם (ראו סעיף 9 4 לעיל), הסכמים לחכירת מקרקעין (ראו סעיף 9 1 1 לעיל), הסכמי חכירה ומימון מטוסים (ראו סעיפים 7 11 ו- 8 10 לעיל), הסכמי הלוואות לשימוש ייחודי (ראו ביאור 20 לדוחות הכספיים), הסכמים שונים עם חברות תעופה (ראו סעיפים 7 2, 7 4, 9 11 7 לעיל ו- 9 13 להלן) והסכמי ביטוח (ראו סעיף 9 2 לעיל) כמו כן, לחברה התחייבות למתן שיפוי וביטוח לנושאי משרה בחברה לפרטים ראו סעיף 29 א לפרק ד' (פרטים נוספים על עסקי התאגיד)

הסכמי שיתוף פעולה

9 13

לחברה הסכמים עם חברות תעופה אחרות (Interline Agreements) המאפשרים לנוסעים בטיסות סדירות, בכפוף למגבלות מסויימות, להשתמש בכרטיסי טיסה, שהוצאו על ידי חברת תעופה אחת, בשירותים של חברת תעופה אחרת כמו כן, לחברה הסכמי "קוד משותף" (Code Share), המאפשרים למוביל אוירי לשווק טיסות של מוביל אוירי אחר כאילו היו טיסות שלו

כמו כן, לחברה הסכמים תפעוליים שונים עם חברות תעופה שונות הכוללים, בין השאר, הסדרי תפעול טכני, הסדרי חכירה, הסכמי תחזוקת מטוסים וחלקי חילוף, סיוע הדדי במצבי חירום, אספקת ציוד לתעופה ועוד לחברה יש גם הסכמים עם חברות תעופה לגבי אירוח בטרקלינים, שיתופי פעולה במסגרת מועדוני לקוחות, התחשבות בגין שימוש בטיסות המשך, בנושאי רישום הזמנות והסכמי שינוע (נוסעים או מטענים)

הליכים משפטיים

9 14

נכון ליום 31 בדצמבר 2014, הוגשו כנגד החברה תביעות משפטיות בסך כולל של כ- 229 מיליון דולר, בגין רשמה החברה הפרשה בדוחות הכספיים בסך כולל של כ- 10 1 מיליון דולר וזאת בהסתמך על חוות דעתם של יועצי המשפטיים של החברה

כנגד החברה הוגשו גם תביעות משפטיות בלתי מכומתות בסכומים כספיים סכום ההפרשה הנ"ל בדוחות הכספים כולל גם הפרשות בגין תביעות בלתי מכומתות, על-פי אומדן הנהלת החברה

לפירוט התביעות המהותיות בהן החברה ו/או החברות הבנות שלה נתבעות ראו ביאור 24 ג לדוחות הכספיים

במהלך שנת 2014, המשיכה החברה להתאים את פעילותה, בין היתר, על ידי הגדלת תדירויות וקיבולת והתאמת מודל הפעולה המסחרי למודלים הנהוגים באירופה במסגרת זו, החלה החברה, החל מלוח הזמנים של עונת הקיץ 2014, להפעיל טיסות במתכונת Low Cost תחת מותג תעופה החדש UP, כפי שתואר בסעיף 7.4 לעיל, זאת באמצעות מטוסי בואינג 737-800 כמתואר לעיל, בשלב ראשון הופעלו הטיסות במתכונת זו לחמישה יעדים באירופה, זאת במקום המתכונת הקיימת של טיסות החברה ליעדים כאמור כרטיסי הטיסה במסגרת פעילות זו כוללים סל שירותים בסיסי ואפשרות להוסיף שירותים נוספים תמורת תשלום זאת בדומה למתכונת השירות בחברות תעופה רבות בעולם בנוסף, החברה נערכת לפתיחת קו חדש לבוסטון החל מחודש יוני 2015, בו צפויה החברה להפעיל 3 תדירויות שבועיות במטוס מדגם 767-300

בשנת 2014 התמודדה החברה עם הגורמים השונים אשר השפיעו על פעילות החברה, לרבות המצב הגיאוגרפי, מבצע "צוק איתן" שחל במהלך קיץ 2014 והשפעתו על ענף התעופה ותנועת הנוסעים לישראל וממנה, השינויים במחירי הדס"ל והגברת התחרות, זאת בין השאר לאור החתימה על הסכם "השמיים הפתוחים" עם האיחוד האירופי

להלן תיאור פעולותיה העיקריות של החברה כפי שהחלו בשנת 2014

- א במהלך שנת 2014 המשיכה החברה בהליך קליטת המטוסים החדשים מדגם בואינג 737-ER 900, תהליך אשר החל בסוף שנת 2013, אז קלטה החברה את שני המטוסים הראשונים מדגם זה (מתוך שמונה מטוסים אשר נרכשו על ידי החברה) במהלך שנת 2014 החברה קלטה את המטוס השלישי והרביעי, כאשר המטוס החמישי הצטרף בחודש מרץ 2015 ושלושת המטוסים הנוספים צפויים להימסר לחברה במהלך חודשים פברואר ומרץ 2016
- ב בחודש יוני 2014 חתמה החברה על הסכמים להנפקת כרטיסי אשראי ממותגים לחברי מועדון הנוסע המתמיד של החברה, Fly Card ו-Fly Card Premium, אשר הונפקו לבעלי חשבונות ישראליים באמצעות מוסדות פיננסיים כמתואר בסעיף 7.6.4 לעיל כרטיסי האשראי הממותגים מקנים למחזיקיהם הטבות ייחודיות בהתאם לסוג הכרטיס והיקף הפעילות בו, והכל בהתאם לתנאים המסחריים שנקבעו בין הצדדים הטבות אלה כוללות, בין היתר, צבירת נקודות נוסע מתמיד בגין ביצוע עסקאות בכרטיסי האשראי הממותגים בנוסף, כאמור בסעיף 7.6.4 לעיל, החברה חתמה על הסכם שיתוף פעולה עם מועדון לקוחות רבוע כחול- דור אלון, שותפות רשומה ("מועדון YOU"), ההסכמים הינם לתקופת התקשרות ראשונית של חמש שנים וכוללים אפשרות הארכה לתקופות שונות נוספות, בכפוף לזכויות ביטול העומדות לצדדים, בנסיבות מסוימות
- ג התאמת אמצעי הייצור לסביבת הביקוש ורווחיות הנתיבים על ידי התאמת קיבולת ותצורה יעילה יותר, הכל על מנת להביא לאופטימיזציה של רשת הנתיבים
- ד המשך שיפור השירות ללקוח, תוך מתן מענה מתאים לאוכלוסיות שונות והצעת שירותים שונים ללקוחות (לרבות מחלקת תיירים פלוס אשר הורחבה לציי המטוסים 747, 777 ו-767 ורכישת מושבים מועדפים), שדרוג משמעותי של המוצר הפיסי, בדגש על מחלקות היוקרה ושיפור מידת התאמתו לצרכי הלקוח העסקי וביצוע פעולות לשימור לקוחות, הן בשלב הזמנת הטיסות והן במהלך הטיסה

- ה המשך ההתמודדות עם הרגולציה הענפה החלה על החברה בתחומי פעילותה השונים, לרבות רגולציה תעופתית ייחודית לפעילותה של החברה כחברת תעופה והליך הרישוי מחדש אשר החברה סיימה בהצלחה במסגרת החזרת דירוג הבטיחות של מדינת ישראל וכן הוראות רגולטוריות הנוגעות לענף התעופה בישראל והסכם "שמייס פתוחים" עם האיחוד האירופי
- ו המשך מגמת חסכוניות והתייעלות – החברה החלה ביישום תכנית פנים ארגונית - "תכנית תפנית" - הכוללת זיהוי מקורות חיסכון כספי בתחומי הפעילות השונים בחברה ומעקב אחר ביצוע החסכוניות כאמור בפועל, הגדלת הכנסות והמשך תהליך התייעלות כללית בחברה, במיוחד בתחומי הלוגיסטיקה והרכש, עלויות מכר, יעילות הפעלת צוותי אויר וקרקע וניהול התחזוקה החברה ממשיכה לבחון את המבנה העסקי המתאים לפעילויות שונות על מנת להביא ליעול תהליכים והצפת ערך לחברה, בין השאר על ידי אפשרות פעולה במסגרת יישות משפטית נפרדת לתחומי פעילות עצמאיים ויחודיים, כדוגמת מועדון הנוסע המתמיד ופעילות המטענים
- ז בחינת פיתוח מקורות הכנסה נוספים ומשלימים לפעילות הטיסה, בין היתר, בתחומי התיירות, המזון הכשר בישראל ובחו"ל, מכירות שירותי תחזוקה לצדדים שלישיים, כניסה לתחום הביטוח ועוד החברה פועלת לגיבוש תכנית חדשנות במטרה לפתח מוצרים מסחריים וטכנולוגיים בתחום פעילותה של החברה יצוין כי בתחום התיירות נבחנות אפשרויות שונות לפיתוח וייזום תחום זה באמצעות שיתופי פעולה עם גורמים בתעשיית התעופה והתיירות, בין השאר, על ידי הקמת גוף סיטונאי תיירות עצמאי, מיזוג עם חברת תיירות או רכישה של חברת תיירות/סיטונאי תיירות קיים ההתמקדות בתחום זה תאפשר הענקת החוליה החסרה בשרשרת הערך ללקוח תוך השלמת מוצרי תיירות נלווים לתעופה
- ח המשך הטמעתן של מערכות טכנולוגיות, לרבות מערכות טכנולוגיות בתחום המסחר, שיפור אתר האינטרנט של החברה והגדלת המכירה הישירה וערוצי המכירה הנוספים של החברה, לרבות הקמת אתר ייעודי לפעילות המותג UP במהלך חודש יוני 2014, השיקה החברה בחלק מהקווים מישראל לאירופה וחזרה מערכת תקשורת פנים מטוס (סטרימינג), מערכת בידור בטיסה הכוללת מערכת תקשורת פנים מטוס, זאת על מנת לשפר את חוויית הבידור בטיסה
- ט המשך הטיפול המקיף בנושאי בטיחות ואיכות הסביבה, לרבות מפגעים של זיהום אוויר ורעש, במסגרתו קיבלה החברה תווי תקן שונים ומעמידה עצמה לביקורת מתמשכת
- י השקעה בתחום האחריות התאגידית וקשרי הקהילה והמשך שיתופי פעולה נרחבים עם גופים שונים בתרומה לקהילה ולסביבה וכן המשך טיפוח המשאב האנושי ומצוינות בחברה
- יא המשך הטמעת תוכנית האכיפה הפנימית בתחום ניירות הערך ודיני התאגידים, על מנת לוודא קיום ואכיפה של נורמות שמירת הדין, כללי אתיקה וכללי התנהגות אחרים בקרב החברה, נושאי המשרה בה ועובדיה ולוודא ציות של החברה ושל יחידים בה להוראות דיני ניירות ערך כמו כן, בשנת 2014 הושקה תכנית אכיפה פנימית בתחום הגבלים עסקיים על מנת לוודא עמידת החברה ועובדיה בהוראות חוק ההגבלים העסקיים
- יב המשך השקעה במשאב האנושי, בין השאר על ידי הרחבת פעילות הדרכה וכן המשך יישום תגמול ותמרוץ עובדים בעניין זה בשנת 2014 המשיכה החברה לפתח הליכי מדידה ותמרוץ, מותני תוצאה וכיום כ- 25% מהעובדים בחברה מושפעים מתכניות מדידה ותמרוץ כאמור

אופן יישום האסטרטגיה העסקית המוצגת לעיל והתוצאות הצפויות כתוצאה מיישומה הינם מידע צופה פני עתיד כהגדרתו בחוק ניירות ערך, ומבוסס על הנחות, הערכות ותחזיות של החברה ביחס לסביבת הפעילות העסקית שלה, העשויות להשתנות, כולן או חלקן, מעת לעת, ובכך להשפיע על אפשרות יישומה. לפיכך, התוצאות בפועל, כולן או חלקן, עשויות שלא להתממש כאמור, להתממש באופן חלקי בלבד או להיות שונות באופן מהותי מן התוצאות המוערכות, הנגזרות או המשתמעות ממידע זה, זאת בין היתר, מהסיבות המפורטות להלן כאשר נכון למועד הדוח אין כל ודאות בדבר מתכונתן של פעולות כאמור או יכולת ביצוען, בין השאר בשל הצורך באישורים רגולטוריים שונים.

יישום האסטרטגיה עלול להיות מושפע משינויים במצב הגיאופוליטי, הכלכלי והבטחוני באזור, אשר עלול להשפיע הן על היכולת לבצע טיסות ליעדים מסוימים והן על מחירי הדלק הסילוני המהווה מרכיב מהותי בהוצאות החברה. כמו כן, יישום האסטרטגיה עשוי להיות מותנה בקיום מקורות כספיים נאותים למימוש החלטות פיתוח והצטיידות. בנוסף, הוראות רגולטוריות, שמירת יחסי העבודה בחברה, החרפת התחרות ופעולות ברשת הנתיבים ובצי המטוסים עשויות להשפיע על יכולת מימוש האסטרטגיה.

צפי להתפתחות בשנה הקרובה

9 16

כחלק מענף התעופה הגלובלי, מתמודדת החברה עם גורמים כלכליים אקסוגניים הכוללים, בין השאר, האטה בקצב הצמיחה העולמי, משבר בגוש היורו, מחירי הדס"ל, שערי מטבע / שערי ריבית וכן מצב גיאופוליטי באזור

בשנת 2015, לאור המשך יישומו של הסכם "השמיים הפתוחים" עם האיחוד האירופי, צפויה החברה להמשיך ולהתמודד עם גידול בהיצע הטיסות מצד חברות התעופה הקיימות כמו גם כניסתן של חברות תעופה חדשות וכן גידול ניכר בפעילות ה-Low Cost בקווים לישראל וממנה

החברה תמשיך לבחון באופן שוטף את התאמת הפעילות למגמות והתפתחויות הנוצרות בסביבת הפעילות העסקית-כלכלית של החברה ובענף התעופה העולמי מגמות ושינויים אלה מחייבים בחינה מעמיקה ורציפה של פעילות החברה, לרבות בחינת תמהיל ורווחיות רשת הנתיבים של החברה בתחומי הנוסעים והמטען והתאמת לוח זמנים ומחירים בהתאם למצב השוק והתחרות

יישום יעדי החברה יעשה בשים לב, בין היתר, לאופן מימוש תכנית ההצטיידות של החברה ויכולת ההתמודדות והיערכות החברה לתחרות המחריפה וחתירה לשיפור התוצאות העסקיות בשנת 2015, זאת על ידי שיפור תמהיל ההכנסות, שיפור התשואה, יישום תהליכי התייעלות אירגונית וצמצום ההוצאות

המידע בדבר הצפי להתפתחות בשנה הקרובה הינו מידע צופה פני עתיד, כהגדרתו בחוק ניירות ערך מידע זה נסמך, בין היתר, על הערכות החברה, תחזיות או כוונות שלה כפי שהינן נכון לתאריך הדוח. לפיכך, ההתפתחויות בפועל בשנה הקרובה עשויות להיות, כולן או חלקן, שונות באופן מהותי מן ההתפתחויות המוערכות, הנגזרות או המשתמעות ממידע זה, כתוצאה ממספר רב של גורמים, לרבות כתוצאה מהגורמים המפורטים בסעיף 9.15 לעיל ומגורמי הסיכון המתוארים בסעיף 9.18 להלן.

מידע כספי לגבי דיווח מגזרי

9 17

לפרטים בדבר דיווח מגזרי ראו ביאור 33 לדוחות הכספיים להסבר בדבר התפתחויות במגזרים אלה, ראו סעיף 5א לדוח הדירקטוריון

בדומה לשאר חברות התעופה, מושפעת פעילות החברה על ידי גורמים חיצוניים ופנימיים היכולים לגרום לשינויים מהותיים ברווחיותה (לחיוב או לשלילה) ניתן לחלק את גורמי הסיכון לפי סיכוני מאקרו, סיכונים ענפיים וסיכונים ייחודיים לחברה גורמי הסיכון העיקריים הם

סיכוני מאקרו

אירועים מדיניים או בטחוניים או פעילות טרור

9 18 1

אירועים מדיניים או בטחוניים או פיגועי טרור בעולם או באיזור משפיעים, באופן מיידי, לרעה, על הביקוש להובלת נוסעים ומטען ומשליכים על מחירי הדס"ל ועל מצבה הכלכלי של החברה והיקף פעילותה הסיכון הינו כי תיגרם פגיעה בהכנסות החברה כתוצאה מאירועים בטחוניים, גיאופוליטיים, בישראל או במדינת היעד

חשיפה לסיכוני מטבע

9 18 2

עיקר הכנסותיה והוצאותיה של החברה הן במטבע חוץ או בהצמדה אליו (בעיקר דולר של ארה"ב) החברה חשופה לעלייה בערכו של השקל ביחס לדולר בקשר עם הוצאות השכר השוטפות והתחייבויות אחרות הנקובות בשקלים במאזן החברה, בעיקר בגין סיום יחסי עובד מעביד והפרשה לחופשה ייסוף של השקל ביחס לדולר מגדיל את ההוצאות השוטפות של החברה וכן מגדיל במונחים דולריים (ללא השפעה על תזרים המזומנים) את התחייבויות החברה בשל סיום יחסי עובד מעביד

נוסף על כך, קיימת הגנה פנימית טבעית למטבעות חוץ אחרים (שטרלינג, יורו, רנד וכו') המבוצעת על-ידי השוואת התשלומים והתקבולים בכל מטבע ומטבע בשנים בהן היקף התקבולים אינו שונה מהותית מהיקף התשלומים במטבעות אירופאים מהווה התמהיל הגנה פנימית לחשיפת אותם מטבעות ואילו בשנים בהן קיים שוני מהותי בין התשלומים לתקבולים ונוצרת לחברה חשיפה מול אותם מטבעות, (בעיקר מול היורו), בוחנת החברה את הצורך בהשקעה במכשירים כספיים נגזרים (Derivatives) להקטנת החשיפה שנוצרה

לפרטים בדבר הפעולות שביצעה החברה להגנה מפני חשיפה לסיכוני מטבע ראו סעיף ב1 (5) לדוח הדירקטוריון וכן ראו ביאור 128 לדוחות הכספיים

שינויים במצב הכלכלי

9 18 3

ענפי התעופה והתיירות רגישים לשינויים בפעילות הכלכלית המשפיעים על הביקוש להובלת נוסעים ומטען מבנה ההוצאות של ענף התעופה, הכולל מרכיב גבוה של הוצאות קבועות, מקשה על יישום תהליכי התאמה של ההיצע של החברה לשינויים בביקוש בטווח הקצר בתקופות של האטה בפעילות הכלכלית מסיבות שונות קטן הביקוש לתובלה אווירית, נוצר עודף קיבולת ועובדים וצידוד הטיסה לא מנוצלים במלואם כתוצאה מכך, עלולה להיווצר הרעה במצב הכלכלי של החברה המשתקפת בתוצאות העסקיות שלה

התפרצות מגפות ואסונות טבע

9 18 4

גורמים חיצוניים, כגון פגעי טבע, שריפה ורעידת אדמה, מגפה וכדומה, עלולים לגרום לפגיעה ברצף פעילותה של החברה כמו כן, להתפרצות מגפות ואסונות טבע השפעה שלילית על תנועת הנוסעים לאזורי האסון ולפיכך עלולים להיות בעלי השפעה שלילית גם על התוצאות העסקיות של החברה

החברה מממנת את מרבית השקעותיה באמצעות אשראי לטווח ארוך מתאגידים בנקאיים הלוואותיה של החברה ומרבית פיקדונותיה הינם בדולר חלק מההלוואות של החברה הן בריבית משתנה ולפיכך לשינויים בשערי הריבית יכולה להיות השפעה על הוצאות המימון של החברה ועל תזרים המזומנים שלה על מנת להקטין את החשיפה לגורם סיכון זה מבצעת החברה עסקאות גידור סיכוני ריבית לפרטים בדבר הפעולות שביצעה החברה להגנה מפני חשיפה לשערי ריבית משתנים ראו סעיף ב1 (4) לדוח הדירקטוריון עסקאות הגידור הנ"ל עשויות לחשוף את החברה לשינויים בשווי ההון של עסקאות ההגנה כאמור לפרטים נוספים ראו ביאור 28 לדוחות הכספיים

סיכונים ענפיים

מחירי הדלק (דס"ל)

9 18 6

הדס"ל הוא מרכיב מהותי בהוצאות התפעול של מוביל אוירי מחירי הדס"ל נתונים לתנודות חדות רווחיות החברה עשויה להיות מושפעת באופן משמעותי עקב שינוי או תנודות מהותיות במחירי הדס"ל החברה נוקטת בפעולות לגידור חלק מתצרוכת הדס"ל החזויה מדיניות זו יכולה להשתנות בהתאם לנסיבות וכתוצאה ממדיניות זו קיימת לחברה חשיפה חשבונאית עקב שינויים בשווי ההון של המכשירים הפיננסיים המשמשים לגידור וכן עקב הדרישה להעמדת פיקדונות משועבדים עקב משקלו הגבוה של הדס"ל בהוצאות התפעול של החברה, כל עליה במחיר הדס"ל משפיעה לרעה על הוצאות התפעול של החברה ועל התוצאות העסקיות שלה, ראו סעיף 9 5 1 לעיל לפרטים בדבר מדיניות הגידור והפעולות שביצעה החברה להגנה מפני שינוי במחירי הדלק ראו סעיף ב1 (3) לדוח הדירקטוריון וכן ביאור 28 לדוחות הכספיים

שינויים בתחרות

9 18 7

ענף התעופה מאופיין ברמת תחרות גבוהה, המחריפה בתקופות של עודף קיבולת כניסתן של חברות תעופה נוספות לשוק, לרבות כניסת מובילים סדירים זרים נוספים לשוק הישראלי או הגדלת קיבולת של מובילים זרים קיימים, כניסת מובילים ישראלים נוספים לשוק וכן מינוי מובילים ישראליים נוספים כמובילים נקובים (בתחום הנוסעים והמטען), כניסתן של חברות שכר וחברות Low Cost נוספות לשוק, ומתן רשיונות הפעלה לחברות ישראליות נוספות בתחומי נוסעים ומטען גורמים להחרפת התחרות בענף התעופה בישראל, מצב היוצר עודף קיבולת, גורם לירידה ברמת מחירי הובלת נוסעים ומטען ועלול להקטין את חלקה של החברה בפעילות הענף ולפגוע בתוצאות העסקיות של החברה מגמה זו של החרפה בתחרות התעצמה בשנים האחרונות, עם כניסתן של חברות תעופה חדשות והגדלת הקיבולת והתדירויות של חברות תעופה אשר פועלות בשוק הישראלי (לפרטים ראו סעיף 7 1 10 לעיל) דגש מיוחד יש ליתן לגידול בפעילותן של חברות התעופה הזרות בחברות בשלוש בריתות התעופה הגדולות בעולם, אשר פועלות בשוק הישראלי תוך שיתוף פעולה תפעולי ומסחרי, המבוסס על רגולציה שאינה ישראלית (לרבות דיני התחרות הנוהגים באירופה) המאפשרת להן הסכמי קוד משותף, מיזוגים ורכישות ושיתופי פעולה מסחריים משמעותיים כמו כן, שינויים בהסכמים בינלאומיים, לרבות הסכם התעופה בין ישראל לבין האיחוד האירופי ("שמיים פתוחים") ואופן יישומו, עלולים להשפיע על פעילותה של החברה

השפעת העונתיות

9 18 8

פעילות החברה היא באופיה עונתית ומתמקדת בתקופות שיא (לפרטים ראו סעיף 9 7 לעיל) תנועת התיירים, בעיקר בעונת הקיץ ולקראת חגים (יהודיים ונוצריים), הינה גדולה יותר מהממוצע השנתי כמו כן, אף תחום הובלות המטען מאופיין בתנודתיות עונתית (לפרטים ראו סעיף 8 8 לעיל) מאחר

שמרכיב ההוצאות ההוניות והקבועות בכלל הוצאות החברה הינו משמעותי, עלולה פגיעה בפעילות בתקופת עונת השיא (כגון עקב אירועים מדיניים ובטחוניים) או חוסר יכולת להשיג מטוסים חליפיים, גם אם היא מתמקדת בתקופה קצרה יחסית, להיות בעלת השפעה מהותית לרעה על התוצאות העסקיות של אותה השנה

החלטות ממשלתיות בנושאי תעופה ורישוי של החברה כמוביל אוירי

9 18 9

(א) שינוי במדיניות הממשלה בנוגע לקביעת החברה כמוביל נקוב לגבי כל או חלק מהקווים בהם החברה משמשת כמוביל נקוב כיום עלול להשליך על תוצאותיה הכספיות של החברה כמו כן, פעילותה של החברה מותנית בקבלת רישיון מהרגולטור בתחומי התעופה (כדוגמת רישיון הפעלה אווירית ורישיון מכון בדיקה), אשר תנאיהם נקבעים על פי הוראות חוק ותקנות ומפוקחים על ידי רשות התעופה האזרחית ולפיכך עשויים להשפיע על מעמדה של החברה, יכולתה לבצע את משימותיה ואף להשפיע לרעה על תוצאותיה הכספיות

(ב) רשיונות ההפעלה של החברה כמוביל אוירי וזכויות הטיס שהוענקו לה מותנים בכך שהבעלות העיקרית והשליטה המעשית יהיו בידי ישראלים אי קיום הוראות בדבר זהות המחזיקים במניות החברה עלול לפגוע ברשיונות ההפעלה של החברה ובזכויות הטיס המוענקות לה על ידי המדינה

פעילות בענף בו מבנה העלויות הקבועות גבוה

9 18 10

החברה פועלת בענף התעופה שבו מבנה העלויות הקבועות הוא גבוה באופן יחסי ושולי הרווח נמוכים באופן יחסי לפיכך, שינויים לא גדולים ברמת ההכנסות או ההוצאות עלולים להשפיע באופן ישיר על קיומו של רווח או הפסד

מגבלות רעש ואיכות סביבה על ביצוע טיסות

9 18 11

לכל שינוי במגבלות על שעות הפעילות בנתבי"ג או בנמלי תעופה אחרים מהם/אליהם טסה החברה ולכל מגבלה נוספת או איסור על הפעלת מטוסים בשל גורמי זיהום, רעש או גורמים אחרים, עלולה להיות השפעה מהותית על אופן התפעול של החברה ובהתאם גם על התוצאות העסקיות של החברה

השפעת פעילות חברות Low Cost על השוק הישראלי

9 18 12

חברות תעופה שמבנה עלויות הייצור שלהן נמוך (Low Cost) הגדילו את נתח השוק שלהן באופן משמעותי בשנים האחרונות, בעיקר בארה"ב ובאירופה הגידול השפיע לרעה על חברות התעופה הוותיקות, בעלות מבנה עלויות ייצור גבוהות יותר וגרם לירידה בנתח השוק שלהן ולירידה בתשואה שלהן בשל הורדת תעריפים בעקבות התחרות

רוב חברות התעופה מסוג Low Cost מתמחות בקטעי טיסה קצרים במסגרת הסכמי התעופה שנחתמו במהלך השנים האחרונות החלו לפעול בקווים לישראל חברות Low Cost אשר לא פעלו בעבר בקווים לישראל לכניסתן של חברות אלה ושל חברות נוספות לפעילות בשוק הישראלי, עלולה להיות השפעה שלילית על התוצאות העסקיות של החברה עקב הגדלת הקיבולת המוצעת על ידי חברות אלה במחירים מוזלים

פגיעה בביטחונות טיסה או בטחון טיסה

9 18 13

לצורך שמירה על בטחון הטיסה מקיימת החברה סדרי בטחון בהתאם להוראות הגורם הממלכתי המוסמך לצורך שמירה על ביטחונות הטיסה מקיימת החברה את ההוראות וההנחיות הנקבעות על ידי

9 18 13 1

הגורמים הרלוונטיים, לרבות הנחיות היצרן ורשות התעופה האזרחית לפגיעה בטיסות החברה ו/או בלקוחותיה ו/או במתקניה ו/או בעובדיה, עקב אירוע הקשור בבטחון טיסה ו/או כשל בבטיחות טיסה, עלולה להיות השפעה מהותית לרעה על פעילות החברה, בין השאר עקב פגיעה במוניטין, אבדן הכנסות ולקוחות וחשיפת החברה לתביעות משפטיות

בחברה נערכת בחינה חיצונית של מערך הנהלים המבצעי של החברה על פי תקן IOSA הפועל על פי הוראות והנחיות יאט"א בחינה כאמור נערכה בחמישה מבדקים נפרדים בשנים 2006, 2008, 2010, 2012 ו-2014 ובסיומו של כל מבדק זכתה החברה לאישור על עמידה בדרישות IOSA כמו כן, החברה מבצעת תרגילי "אירוע משברי" בהיקף כלל חברתי אחת לתקופה (תרגיל אחרון בוצע ביחד עם רש"ת בתחילת 2014, כאשר תרגיל להנהלת החברה הבכירה התקיים בשנת 2015) וכן מעדכנת את נהליה בהתאם להתפתחות העולמית בנושא (עלונים, כנסים ומדיה מקצועית)

רגולציה תעופתית 9 18 14

פעילותה של החברה ויכולתה להרחיב את היקף הפעילות ומתווה הפעילות תלויים בין השאר באישורים רגולטוריים שונים הניתנים על ידי רשויות בישראל ובעולם העדר רישוי מתאים, אי עמידה בתקנים בינלאומיים או מקומיים עלולים להביא לעלייה בהוצאות החברה, נחיתות תחרותית מול מתחרותיה של החברה ואף לפגיעה ברצף הפעילות של החברה

בשנת הדוח, נערכו שינויים רגולטורים בחקיקה התעופתית החלה על החברה וכן הועלו הצעות לשינוי תקנות בתחומי הרגולציה התעופתית, אשר טרם הושלם הליך התקנתן לפרטים בדבר הרגולציה התעופתית ראו סעיף 9 11 2 לעיל

סיכונים ייחודיים לחברה

עלויות שמירת בטחון טיסה 9 18 15

מאחר שהחברה חייבת לקיים סדרי בטחון הנקבעים על ידי גורם ממלכתי והיא נושאת בהוצאות בטחון שאין לה שליטה עליהן ואשר רובן אינן חלות על חברות תעופה זרות המתחרות בה, פוגע הדבר ברווחיותה, בכושר התחרות שלה ובפיתוח רשת הניתבים בשנת 2013 התקבלה החלטת ממשלה מעודכנת לפיה הממשלה נושאת ברוב (97 5%) הוצאות הביטחון של חברות התעופה הישראליות לשינוי שיעור השתתפות המדינה בהוצאות בטחון הטיסה של החברה, אי קיום החלטת הממשלה במלואה, שינויים בהיקף אמצעי הבטחון שהחברה תיאלץ לנקוט בהם (עקב אירועים ביטחוניים או עקב נסיונות פיגוע) וכן אם החברה תאלץ להפסיק או להגביל טיסותיה ליעד כלשהו או לא תוכל להרחיב את פעילותה ליעדים נוספים מטעמי בטחון, עלולים להיות השפעה מהותית על התוצאות העסקיות של החברה

מגבלות לקבלת אשראי ואי עמידה באמות מידה פיננסיות 9 18 16

לחברה קיימות התחייבויות כלפי חלק מנותני האשראי לטווח ארוך לשמור על יחס בטחונות הולם בין יתרת האשראי הבלתי מסולקת לבטחונות המשועבדים לבנק כמו כן, הסכמי הלוואה שנטלה החברה כוללים זכות לבנק לדרוש פרעון מיידי של יתרת הלוואה כלפי אותו בנק אם לדעת הבנק, על פי קריטריונים סבירים, אירע שינוי לרעה במצב הכספי, בפעילותה או בעסקיה של החברה, באופן המסכן או העלול לסכן את יכולת ההחזר של האשראי לבנק אי עמידת החברה באמות המידה הפיננסיות, שנקבעו בהסכמי האשראי, לרבות בגין ירידה בשווי השוק של הביטחונות ו/או העמדה לפרעון מיידי של הלוואות החברה על ידי התאגידים הבנקאיים, עלולה להשפיע לרעה על תוצאותיה

העסקיות של החברה כמו כן, עלולות לחול על החברה מגבלות לווה בודד וקבוצת לווים ומגבלות על העברת שליטה ושינוי במבנה הבעלות זאת בהתחשב בהיקף האשראי ובזהות בעלת השליטה בחברה

הגבלים עסקיים

9 18 17

לאור דיני ההגבלים העסקיים בישראל, לרבות הצורך באישור מראש של הממונה על הגבלים עסקיים להתקשרויות מסוימות, עלול להיפגע כושר התחרות של המובילים הישראלים ובהם החברה, וכן עלולה להיות לכך השפעה שלילית על התוצאות העסקיות של החברה עקב המגבלות הרגולטוריות על קיום הסכמים בינלאומיים בתחומי הפעילות של החברה או אי אישורם של הסכמים כאלה (קיימים או חדשים) על ידי רשות ההגבלים העסקיים הפערים בין דיני ההגבלים העסקיים הקיימים בישראל לבין דיני ההגבלים העסקיים בעולם עלולים לפגוע ביכולת התחרות של חברות התעופה הישראליות, זאת במיוחד לאור מיזוגים, רכישות ובריתות תעופה הנפוצים בענף התעופה העולמי

לפרטים נוספים בדבר השפעת דיני הגבלים עסקיים על פעילותה של החברה, לרבות בנושא מונופולין ראו סעיף 2 11 9 לעיל

מעמד מוניציפאלי של נתבי"ג

9 18 18

מעת לעת נבחן צרוף נתבי"ג לשטח השיפוט של עיריית לוד אם תמומש העברת נתבי"ג לתחום השיפוט של רשות מקומית כלשהי, עלולות לגדול הוצאות החברה (עקב תשלומי ארנונה שעד כה לא שולמו), והדבר ישפיע לרעה על התוצאות העסקיות שלה

יחסי עבודה

9 18 19

כל הפסקה בפעילות עקב עיצומים או שביתה במוביל אוירי גורמת להפסד הכנסה בלתי הפיך ופגיעה באמון הקוחות המצב בענף והתחרות הגוברת בענף מחייבים מאמצים מתמשכים להתייעלות החברה ושיפור השירות לציבור הקוחות אלה מותנים ביציבות ביחסי העבודה בחברה, בהזדהות של העובדים עם החברה ובנכונות לשיתוף פעולה והבנה עם ההנהלה

לא מן הנמנע כי הליכי התייעלות הכוללים שינויים מבניים, צמצום מספר העובדים (בדגש על עובדים קבועים) והקטנת עלויות השכר, יגרמו לזעזוע, גם אם לתקופה קצרה, במרקם העדין של יחסי העבודה בחברה הדבר עלול לגרום נזק בטווח המידי ופגיעה בטווח הארוך יותר במוניטין של החברה ועלול להיות בעל השפעה מהותית לרעה על התוצאות העסקיות באותה השנה ולאחריה כמו כן, ייתכן קושי בניצול הזדמנויות עסקיות והתמודדות עם שינויים עקב מגבלות בהסכמי עבודה

הליכים משפטיים

9 18 20

החברה הינה צד להליכים משפטיים, ובכללם תובענות שבית המשפט התבקש להכיר בהן כתובענות ייצוגיות בישראל אשר עלולות להביא לחיובה בסכומים מהותיים, שלא ניתן להעריכם, ולא נערכה בגינן הפרשה בדוחות הכספיים של החברה לתוצאות הליכים אלה עלולה להיות השפעה מהותית על החברה עקב תוצאותיהם

מגבלות עקב הוראות מסוימות במניית המדינה המיוחדת

9 18 21

המגבלות לגבי שמירת קיבולת הטסה מינימלית, במיוחד לגבי מטוסי המטען והאפשרות של המדינה לדרוש להגדיל את קיבולת ההטסה המינימלית שעל החברה לקיים, מצמצמות את גמישות התפעול ומטילות חובות (אבטחת כשירות) מכבידות השיפוי בנסיבות אלה לא מכסה את כל ההוצאות של החברה בנוסף, קיימת סמכות בחוק החברות הממשלתיות לקבוע לגבי החברה הוראות שנועדו להגן

על האינטרסים החיוניים של המדינה בקשר לחברה וזאת בצווים לפי פרק ח2 לחוק החברות הממשלתיות, אשר עלולים להגביל את שיקול דעתה העסקי של החברה וכתוצאה מכך לפגוע בתוצאות הכספיות שלה

תלות ביצרן מטוסים

9 18 22

כל המטוסים שבשרות החברה הם מתוצרת חברת "בואינג" הפסקת פעילות של בואינג תגרום לקשיי תפעול זמניים לחברה תלות מהותית בבואינג הן בנוגע לחלפים והן בנוגע לתמיכה הנדסית עם זאת, להערכת החברה הסבירות להפסקת התמיכה הינה נמוכה

תלות בפעילות סדירה בנמל הבית (נתב"ג)

9 18 23

רב פעילויות החברה מתבצעות בנמל הבית בנתב"ג לכן, להפרעה או שיבוש בפעילות הסדירה של נתב"ג ו/או לשינויים במדיניות מתן אישורי ההמראה והנחיתה (סלוטים) בשדות התעופה המרכזיים בהם פועלת החברה, עלולה להיות השפעה מהותית לרעה על פעילות החברה במהלך שנת 2010 החל להתבצע שיפוץ במסלולי ההמראה והנחיתה בנתב"ג, אשר הסתיים ברבעון הראשון לשנת 2014 כתוצאה מסיום השיפוץ, החליט שר התחבורה והבטיחות בדרכים לשנות את שעות הפעילות בנתב"ג לפרטים בדבר החלטת שר התחבורה והבטיחות בדרכים מיום 21 בינואר 2014 ראו סעיף 9 10 2 לעיל

לשינוי משמעותי נוסף בשעות הפעילות עלולות להיות השפעות מהותיות על יכולת התפעול של החברה ועל תוצאותיה הכספיות

טיסות בשבת ובמועדי ישראל

9 18 24

החברה ממשיכה לפעול על פי המדיניות שנקבעה בהחלטת הממשלה משנת 1982 ואינה מבצעת טיסות נוסעים בשבת ובמועדי ישראל לפרטים אודות הסיכום בין החברה לבין נציגי ועד הרבנים לשמירה על השבת ראו סעיף 7 10 לעיל אי קיום ההבנות בנוגע לטיסות בשבת ובמועדי ישראל או שינוי מדיניות החברה בנושא זה, עשוי להביא לסכסוך עם מגזר לקוחות זה, אשר עלולה להיות לו השפעה על תוצאות החברה עקב קיום חרם צרכנים

מערכות מידע ואבטחת מידע

9 18 25

התפעול השוטף של החברה, הפעילות העסקית והשירות הניתן על ידיה מתבססים על מערכות מידע ומאגרי נתונים חלק ממערכות המידע של החברה הנמצאות בסוף מחזור החיים שלהן לא נכללות בתכנית העבודה של החברה להחלפתן החברה השלימה הקמת מתקן גיבוי מחשוב למקרה של כשל כולל בחדר המחשב הראשי כמו כן, נערכת החברה עם תכנית כוללת בנושא אבטחת מידע כמענה לגידול בסיכון הנובע ממתקפות סייבר עד להשלמת ההיערכות בתחומים המפורטים לעיל, קיים סיכון לתקלות ושיבושים בפעילות מערכות המידע של החברה אשר עלולים להביא להשבתת מערכות חיוניות או העדר תמיכה מספקת שלהן לפרקי זמן מסויימים

בטבלה הבאה מוצג פילוח של גורמי הסיכון שתוארו לעיל על פי טיבם (סיכונים מאקרו, סיכונים ענפיים וסיכונים מיוחדים לחברה), ואשר דורגו בהתאם להערכות הנהלת החברה, על פי מידת השפעתם על עסקי החברה בכללותה - השפעה גדולה, בינונית וקטנה הערכת החברה בדבר דירוג הסיכון, נקבעה בהתחשב בהסתברות להתרחשות האירוע ומידת הנזק שעלול להיגרם לחברה אם יתרחש האירוע

השפעה קטנה	השפעה בינונית	השפעה גדולה	
סיכוני מאקרו			
		V	ארועים מדיניים, ביטחוניים או פעילות טרור
	V		חשיפה לסיכוני מטבע
	V		שינויים במצב הכלכלי
	V		איתני טבע והתפרצות מגפות
V			חשיפה לשערי ריבית משתנים
סיכונים ענפיים			
		V	מחירי הדס"ל
		V	שינויים בתחרות
		V	השפעת העונתיות
		V	החלטות הממשלה בנושאי תעופה ורישוי החברה כמוביל אוירי
	V		פעילות בענף בו מבנה עלויות קבועות גבוה
	V		מגבלות רעש ואיכות הסביבה
	V		השפעת פעילות חברות Low Cost על השוק
		V	פגיעה בבטיחות טיסה או בטחון טיסה
		V	רגולציה תעופתית
סיכונים ייחודיים לחברה			
השפעה קטנה	השפעה בינונית	השפעה גדולה	
		V	עלויות שמירת בטחון טיסה
		V	מגבלות לקבלת אשראי ואי עמידה באמות מידה פיננסיות
		V	הגבלים עסקיים
V			מעמד מוניציפאלי של נתב"ג
	V		יחסי עבודה
	V		הליכים משפטיים
V			מגבלות עקב הוראות מניית המדינה המיוחדת
V			תלות ביצרן מטוסים
	V		תלות בפעילות סדירה בנמל הבית (נתב"ג)
V			טיסות בשבת ומועדי ישראל
	V		מערכות מידע ואבטחת מידע

דוח תקופתי לשנת 2014

פרק ב'

דוח הדירקטוריון על מצב ענייני התאגיד

אל על נתיבי אויר לישראל בעירבון מוגבל דוח הדירקטוריון על מצב ענייני התאגיד לתקופה שנתיימה ביום 31 בדצמבר 2014

החברה וסביבתה העסקית

הננו מתכבדים להגיש את דוח הדירקטוריון על מצב ענייני התאגיד לתקופה שנתיימה ביום 31 בדצמבר 2014

החברה משמשת כמוביל האווירי הנקוב של מדינת ישראל במרבית הקווים הבינלאומיים הפועלים מישראל ואליה עיקר פעולתה של החברה וחברות הבנות שלה בהובלת נוסעים ומטען, באמצעות טיסות סדירות וטיסות שכר, בין ישראל למדינות חוץ ובתקופה מחודש אוגוסט 2010 ועד לשלהי שנת 2013, גם בטיסות פנים ארציות

בנוסף עוסקת החברה במתן שירותי אבטחה ושירותי תחזוקה שוטפת ותחזוקה כוללת למטוסים של חברות אחרות בנמל התעופה בן גוריון, במכירת מוצרים פטורים ממכס ובאמצעות חברות מוחזקות - בפעילויות נלוות שהעיקריות שבהן הן ייצור ואספקת מזון לטיסותיה וניהול מספר סוכנויות נסיעות בחו"ל

הסביבה העסקית, במסגרתה פועלת החברה, הינה ענף התעופה האזרחית והבינלאומית והתיירות לישראל וממנה, המאופיינת בעונתיות וברמת תחרות גבוהה, המחריפה בתקופות של עודף קיבולת וברגישות גבוהה למצב הכלכלי, המדיני והביטחוני בארץ ובעולם

לקבוצה שני תחומי פעילות המדווחים כמגזרי פעילות בדוחות הכספיים המאוחדים של החברה

(א) פעילות מטוסי הנוסעים - בתחום זה החברה מובילה במטוסי הנוסעים נוסעים ומטען המובל בגחון המטוסים, וכן נותנת שירותים נלווים, כגון מכירת מוצרים פטורים ממכס בתחום הובלת הנוסעים מתחנה החברה בטיסות לישראל וממנה, בשתי חברות ישראליות (ארקיע וישראיר), בכ- 60 חברות תעופה זרות שהפעילו טיסות סדירות, ובלמעלה מ- 50 חברות שכר זרות הכנסות תחום פעילות זה היוו כ-8% 91 מכלל הכנסות החברה בשנת 2014

(ב) פעילות מטוס המטען - בתחום זה החברה מובילה מטען במטוס מטען חכור אחד מדגם 400-747 בתחום הובלת המטען מתחנה החברה עם חברת תעופה ישראלית (קאל) ועם 8 חברות תעופה זרות המפעילות מטוסי מטען באופן רציף, ועם מרבית חברות התעופה הסדירות המפעילות מטוסי נוסעים ומובילות מטען בגחונם הכנסות תחום הפעילות היוו כ-4% 3 מכלל הכנסות החברה בשנת 2014

לחברה הכנסות נוספות, שאינן משויכות לתחומי הפעילות העיקריים, המהוות כ-8% 4 מכלל הכנסותיה

לפרטים נוספים באשר לתחומי הפעילות של החברה, ראה סעיף 4 להלן

דגשים עיקריים לשנת 2014.

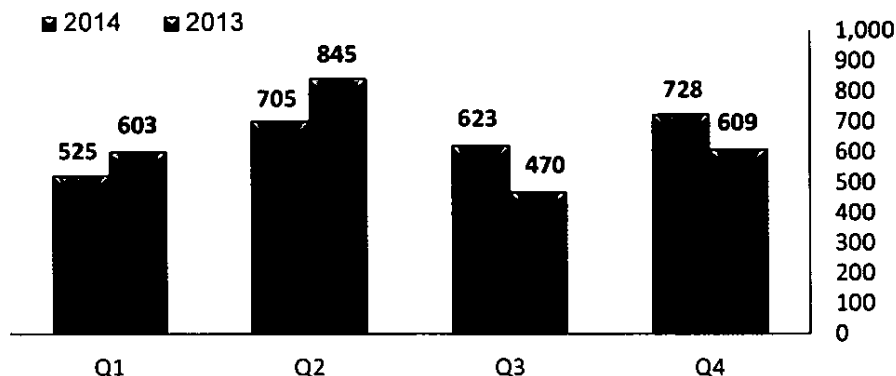
מבצע "צוק איתן"

המבצע חל במשך כ- 50 יום בחודשים יולי ואוגוסט, שעונתית הינם חודשי השיא בפעילות החברה המבצע גרם לפגיעה קשה בעיקר בתנועת התיירות הנכנסת לישראל, אשר היתה ממושכת והשפיעה גם על הרבעון הרביעי של השנה, בו היתה ירידה של 16% במספר התיירים הנכנסים לישראל

בתיירות היוצאת הפגיעה היתה קטנה יותר ומשום כך, התפוסה היתה גבוהה יותר בטיסות היוצאות ונמוכה בטיסות הנכנסות על מנת להתגבר על ביטולי הטיסות של התיירים, ולהגדיל את שיעורי התפוסה, הוזילה החברה את מחירי הטיסות החברה מעריכה כי אובדן הכנסות אותן ניתן לייחס למבצע מסתכם בכ- 70 מיליון דולר

בנוסף, בתקופת המבצע נשאה החברה בהוצאות נוספות בגין התאמת פעילות ותוספת קיבולת וכן בהוצאות תפעול נוספות שנבעו מהמצב הביטחוני

תנועת תיירות נכנסת ברבעונים:



התגברות התחרות בעקבות יישום "השמיים הפתוחים"

עם התרחבות יישומה של מדיניות "השמיים הפתוחים" בשנת הדוח, ניכרת מגמה של גידול במספרן של החברות הזרות המגיעות לישראל ובין היתר חברות low cost וניכר גידול בתדירות הטיסות שלהן המגמה האמורה השפיעה על הורדת מחירי כרטיסי הטיסה

כמענה לתחרות ולירידת המחירים השיקה החברה, החל מהרבעון השני של שנת הדוח את המותג "UP" לחמישה קווים קייב, פראג, ברלין, בודפשט ולרנקה בקווים אלו מציעה החברה 11 טיסות שבועיות במתכונת של מחיר מודולרי, כאשר מתאפשר ללקוח לרכוש מוצר בסיסי של טיסה בלבד במחיר נמוך ולבחור אם להוסיף כבודה, מזון, הושבה ועוד בתוספת מחיר

מחירי הנפט

במחצית השנייה של השנה, החל מחודש יוני 2014, החלה ירידה של מחירי הנפט ממחיר של כ- 115 דולר לחבית נפט מסוג ברנט בחודש יוני 2014 למחיר של כ- 57 דולר בחודש דצמבר 2014, ירידה של כ- 50 אחוזים הירידה המשמעותית היתה ברבעון הרביעי (ממחיר של 94.7 דולר ביום 30 בספטמבר 2014 - ירידה של כ- 40 אחוזים)

הוצאות הדלק מהוות מרכיב מהותי בהוצאות החברה (כ- 39% מסך ההוצאות) ולכן ירידה במחירו משפיעה משמעותית לטובה על פעילותה של החברה

מאידך, על פי מדיניות שאושרה על ידי ועדת ניהול סיכונים שוק של הדירקטוריון, מגדרת החברה את מחירי הנפט בעסקאות לטווח של עד 12 חודשים ולכן חלק מהוצאות הדס"ל במחצית השנייה של השנה הושפע ממחיר עסקאות הגידור, שהיה גבוה ממחיר הדס"ל בשוק באותה עת

על פי המדיניות החשבונאית שיישמה החברה (ראה ביאור 2 יד לדוחות הכספיים המאוחדים) עסקאות הגידור הפתוחות למועד הדוח משוערכות, על פי המחיר בו נסחר הנפט באותו מועד, לכל תקופת העסקה כמסובר בביאור, חלק מהשערך האמור נזקף לקרן הון וחלקו נזקף לדוח הרווח וההפסד

יצוין, כי התועלת ממחירי הנפט הנמוכים, בגינם נזקף השינוי בשווי העסקאות לרווח והפסד בשנת הדוח, תבוא לידי ביטוי בשנת 2015 בעת שהחברה תצרוך דס"ל למטוסיה

הטבלה שלהלן מרכזת את ההשפעה על הרווח והפסד בשנת 2014 בהשוואה לשנת 2013 (במיליוני דולר)

הפרש	2013	2014	
(27 9)	6 1	(21 8)	השפעה תזרימית
(18 7)	(2 2)	(20 9)	שינוי שווי הוגן
(46 6)	3 9	(42 7)	סה"כ השפעה על רווח והפסד

השינויים השלייליים בשווי הוגן שנזקפו לקרן הון, נטו ממס בשנת 2014 הסתכמו לסך של 36 2 מיליון דולר

למידע נוסף ראה סעיף ב 1 (3) להלן

שער החליפין של השקל ביחס לדולר

בשנת 2014 חל פחות בשע"ח של השקל ביחס לדולר בשיעור של 12% לעומת תיסוף בשיעור של 7% בשנת 2013 היות והוצאות השכר של החברה הן ברובן שקליות, לשינויים אלו יש השפעה חיובית מהותית על תוצאות הפעילות של החברה

מאידך, על פי מדיניות שאושרה על ידי ועדת ניהול סיכונים שוק של הדירקטוריון, מגדרת החברה את שע"ח בעסקאות לטווח של עד 12 חודשים תוצאות העסקאות נזקפות להוצאות המימון של החברה

על פי המדיניות החשבונאית שיישמה החברה (ראה ביאור 2 יד לדוחות הכספיים המאוחדים) עסקאות הגידור הפתוחות למועד הדוח משוערכות, על פי שער החליפין באותו מועד, לכל תקופת העסקה כמוסבר בביאור, חלק מהשערוך האמור נזקף לקרן הון וחלקו נזקף לדוח הרווח וההפסד

יצוין, כי התועלת משערי החליפין הגבוהים, בגינם נזקף השינוי בשווי העסקאות לרווח והפסד בשנת הדוח תבוא לידי ביטוי בשנת 2015 בעת שהוצאות החברה בגין שכר במונחים דולרים תהיינה נמוכות יותר

הטבלה שלהלן מרכזת את ההשפעה על הרווח והפסד בשנת 2014 בהשוואה לשנת 2013 (במיליוני דולר)

הפרש	2013	2014	
(25 5)	24 6	(0 9)	השפעה תזרימית
(8 2)	-	(8 2)	שינוי שווי הוגן
(33 7)	24 6	(9 1)	סה"כ השפעה על רווח והפסד

השינויים השלייליים בשווי הוגן שנזקפו לקרן הון, נטו ממס בשנת 2014 הסתכמו לסך של 5 7 מיליון דולר

למידע נוסף ראה סעיף א 3 להלן

א. הסברי הדירקטוריון למצב עסקי התאגיד:

א.1. ניתוח תוצאות הפעילות העסקית של החברה

א 1 1 נתוני השוק

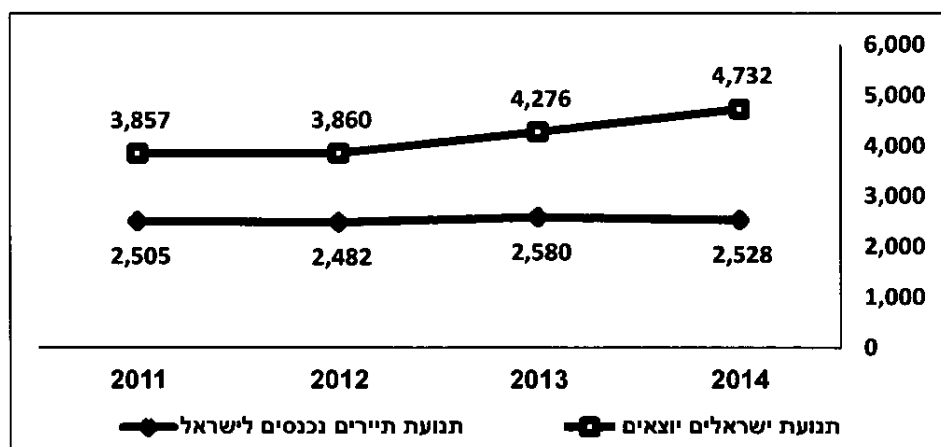
לשנה שנסתיימה ביום 31 בדצמבר:

תנועת הנוסעים והמטען בנתב"ג:

שינוי	2013	2014	
	אלפים	אלפים	
%			
(2%)	(52)	2,580	2,528 תיירות נכנסת *
11%	456	4,276	4,732 ישראלים יוצאים *
4%	5 5	136 0	141 5 יבוא מטען - טון **
3%	3 9	139 5	143 4 יצוא מטען - טון **

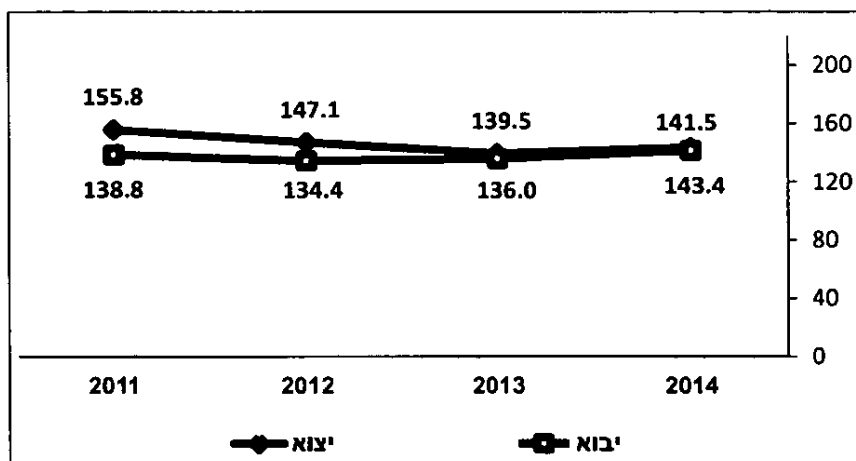
* המקור: הלשכה המרכזית לסטטיסטיקה
 ** לא כולל מטענים במעבר

תנועת התיירות הנכנסת לישראל והתושבים היוצאים, בשנים (באלפים):



* המקור: לשכה מרכזית לסטטיסטיקה

היבוא והיצוא של מטענים דרך האוויר לישראל וממנה, בשנים (באלפי טונות):

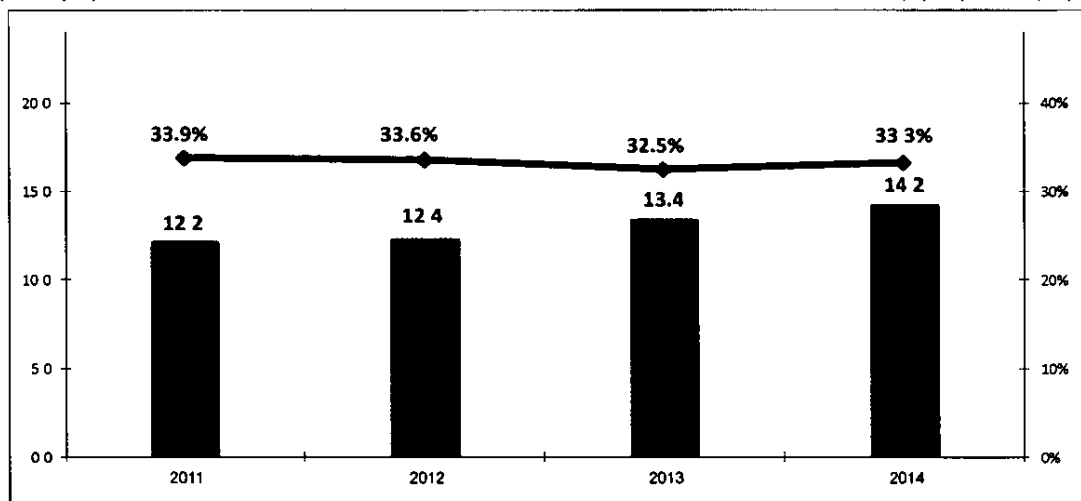


* המקור: רשות תעופה אזרחית

סה"כ התנועה בנתב"ג וחלק שוק אל על וסאן דור בשנים:

תנועה בנתב"ג (מ' קטעי טסע)

חלק שוק אל על וסאן דור (%)



לתקופה של שלושה חודשים שנתיימה ביום 31 בדצמבר:

תנועת הנוסעים והמטען בנתב"ג:

שינוי		2013	2014	
%	אלפים	אלפים		
(16%)	(119)	728	609	תיירות נכנסת *
24%	201	844	1,045	ישראלים יוצאים *
2%	0.6	35.8	36.4	יבוא מטען - טון **
4.2%	1.5	36.5	38.0	יבוא מטען - טון **

* המקור: הלשכה המרכזית לסטטיסטיקה

** לא כולל מטענים במעבר

א 2 נתונים תפעוליים של החברה *

לשנה שנסתיימה ביום 31 בדצמבר:

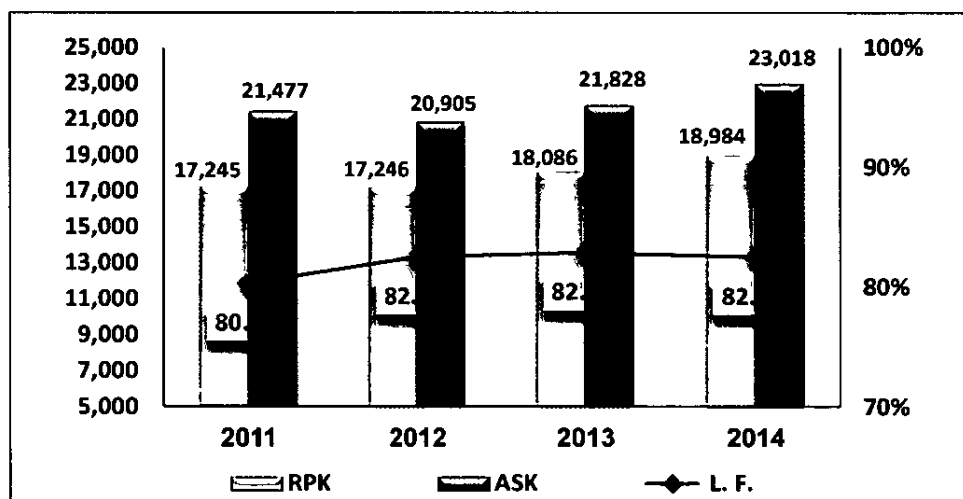
שינוי	2013	2014	
4 0%	4,418	4,595	קטעי מסע סדיר ושכר (מסעים משלמים) - באלפים
5 0%	18,086	18,984	מסע - ק"מ מוטס (RPK) (סדיר) - במיליונים
5 5%	21,828	23,018	מושב - ק"מ זמין (ASK) (סדיר) - במיליונים
(0 5%)	82 9%	82 5%	תפוסת מסעים (LOAD FACTOR) (סדיר) - באחוזים
2 4%	32 5%	33 3%	חלק שוק סלל (סדיר ושכר) - באחוזים
(1 8%)	92 8	91 1	טון מטען מוטס - באלפים
1 5%	477 5	484 6	טון - ק"מ מטען מוטס (RTK) - במיליונים
1 8%	156 3	159 2	שעות טיסה משוקללות (סלל ציוד חסר) - באלפים **
2	38	40	מספר מטוסים בהפעלה בתום התקופה - בחיחות
0 9	11 8	12 7	גיל ממוצע של צי המטוסים בבעלות בתום התקופה - בשנים

* הנתונים התפעוליים מתייחסים לפעילות הבינלאומית והפנים ארצית
 ** שעות טיסה משוקללות במונחי בואינג 767

מקרא

קטע נוסע - שובר טיסה לכיוון אחד
 Revenue Passenger Kilometer - RPK - מספר הנוסעים בתשלום כפול המרחק המוטס
 Available Seat Kilometer - ASK - מספר המושבים שהוצעו למכירה כפול המרחק המוטס
 Revenue Ton Kilometer - RTK - המשקל בטונות של מטען מוטס בתשלום כפול המרחק המוטס
 Passenger Load Factor (תפוסת נוסעים) - נוסע-ק"מ מוטס מבוסס כאחוז ממושב-ק"מ זמין
 ערכי השקלול של המטוסים: בואינג 767 = 10, בואינג 747 = 20, בואינג 777 = 16, בואינג 737 = 6
 ערכי שקלול אלה נקבעו על סמך אומדן סך כל ההוצאות של כל סוג מטוס ומשמשים באופן עקבי לחישוב שעות הטיסה המשוקללות כאינדיקטור של היקף הפעילות התעופתית

מדדים תפעוליים (במיליונים) לשנים:

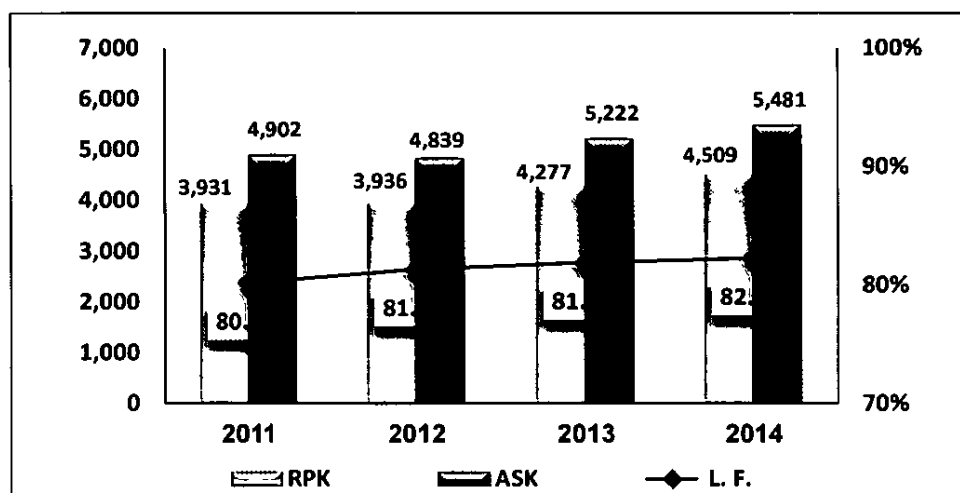


לתקופה של שלושה חודשים שנסתיימה ביום 31 בדצמבר:

שינוי	2013	2014	
10 1%	977	1,076	קטעי מסע סדיר ושכר (מסעים משלמים) - באלפים
5 4%	4,277	4,509	מסע - ק"מ מוטס (RPK) (סדיר) - במיליונים
5 0%	5,222	5,481	מושב - ק"מ זמן (ASK) (סדיר) - במיליונים
0 4%	81 9%	82 3%	תפוסת מסעים (LOAD FACTOR) (סדיר) - באחוזים
4 8%	32 6%	34 2%	חלק שוק סלל (סדיר ושכר) - באחוזים
(2 7%)	23 9	23 2	טון מטען מוטס - באלפים
0 5%	123 5	124 1	טון - ק"מ מטען מוטס (RTK) - במיליונים
3 1%	37 0	38 1	שעות טיסה משוקללת (סלל ציוד חסר) - באלפים **

**שעות טיסה משוקללות במונחי בואינג 767

מדדים תפעוליים לתקופה אוקטובר-דצמבר (במיליונים).



2א. נתוני רווח והפסד (דוחות מאוחדים):

לשנה שנסתיימה ביום 31 בדצמבר:

שינוי		2013		2014		
%	אלפי דולר	%	אלפי דולר	%	אלפי דולר	
(1 0%)	(21,717)	100%	2,103,020	100%	2,081,303	הכנסות מהפעלה
(2 2%)	(38,169)	(83 3%)	(1,752,828) **	(86 1%)	(1,790,997)	הוצאות הפעלה
(17 1%)	(59,886)	16 7%	350,192	13 9%	290,306	רווח גולמי
1 8%	3,648	(9 7%)	(204,714) *	(9 7%)	(201,066)	הוצאות מכירה
1 3%	1,391	(5 0%)	(105,806) *	(5 0%)	(104,415)	הוצאות הנהלה וכלליות
	11,531	0 0%	(6)	0 6%	11,525	הכנסות (הוצאות) אחרות, נטו
	(43,316)	1 9%	39,666	(0 2%)	(3,650)	רווח (הפסד) מפעולות רגילות
	(10,747)		(25,858)		(36,605)	הוצאות מימון
	(24,194)		25,106		912	הכנסות מימון
	758		298		1,056	חלק החברה ברווחי חברות כלולות, נטו ממס
	(77,499)		39,212		(38,287)	רווח (הפסד) לפני מסים על ההכנסה
	22,772		(12,545) **		10,227	הטבת מס (מסים על ההכנסה)
	(54,727)		26,667		(28,060)	רווח (הפסד) לשנה

* סווג מחדש

** התאמה לא מהותית של מספרי השוואה – ראה ביאור 5 לדוחות הכספיים

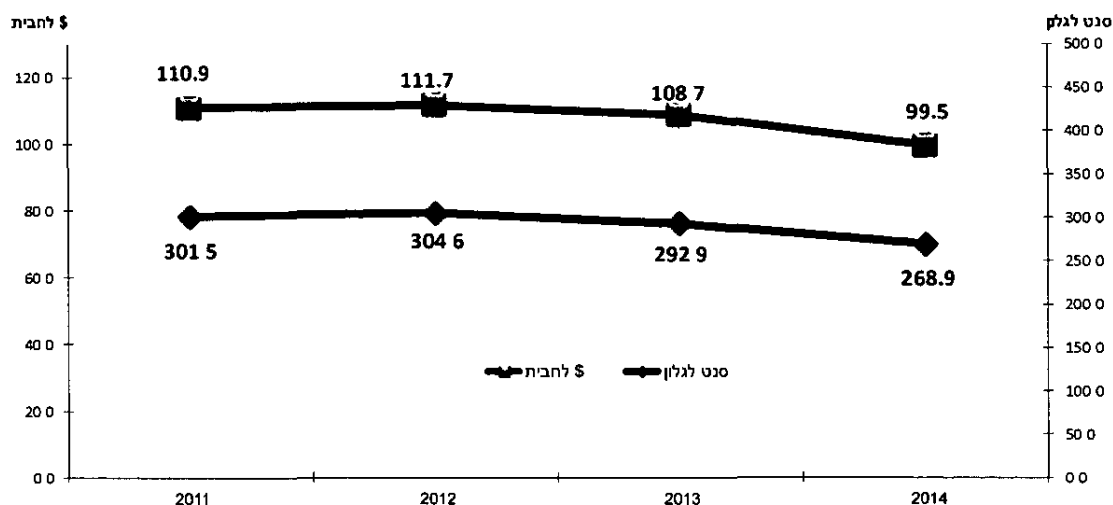
הגורמים העיקריים שהשפיעו על התוצאה העסקית בשנת 2014 לעומת שנת 2013 הינם:

הכנסות מהפעלה - ההכנסות מהפעלה קטנו בשנת 2014 בכ-1 0% ביחס לשנת 2013. ההכנסות מנוסעים קטנו בשיעור של כ-0 9%, בעיקר כתוצאה מקיטון בתשואה לנוסע-ק"מ בשל השפעת מבצע צוק איתן ובשל התחרות כמוסבר בדגשים עיקריים לשנת 2014 לעיל. מאידך גדלו ההכנסות בשל גידול בכמות הנוסעים המוטסת שהתאפשר בשל גידול של כ-5 5% ב-ASK שנבע מתוספת מטוסים ותדירות טיסה. ההכנסות מהובלת מטענים קטנו בכ-1 7% בעיקר כתוצאה מקיטון בתשואה לטון ק"מ בקיטון גידול בכמות טון-ק"מ שהוטסה. בהכנסות האחרות חל קיטון של כ-3 4% לעומת שנת 2013, בעיקר כתוצאה מקיטון בהכנסות ממתן שירותי תחזוקה לגורמי חוץ.

הוצאות הפעלה - גדלו בשנת 2014 בכ-2 2% ביחס לשנת 2013, בעיקר כתוצאה מגידול בהוצאות עבור דס"ל, כמוסבר להלן וכן מגידול באגרות ודמי מעבר אווירי, הוצאות אחזקת מטוסים וציוד טיסה שנבעו מגידול בשעות הטיסה המשוקללות ומגידול בהוצאות פחת בשל תוספת מטוסים.

• הוצאות החברה עבור דלק סילוני גדלו בשיעור של כ-1 8% ביחס לשנת 2013. הגידול נבע מהשפעת הגידול בפעילות ומהשפעת עליית המחיר האפקטיבי של הדס"ל (הכוללת את תוצאות פעילות הגידור בהן נקטה החברה) כמוסבר לעיל, מחירו של הדס"ל בשוק ירד בשנת 2014 ביחס לשנת 2013, אולם פעילות הגידור של החברה הביאה לעליית המחיר האפקטיבי לחברה. שיעור הוצאות הדס"ל מהמחזור עלה מכ-32 9% בשנת 2013 לכ-33 8% בשנת 2014. סך תשלומי הגידור בשנת 2014 הסתכמו לכ-21 7 מיליון דולר ביחס לכ-6 1 מיליון דולר החזרי גידור בשנת 2013. כמו כן, רשמה החברה הוצאה בסך של כ-20 9 מיליון דולר כתוצאה משינויים בשווי ההוגן של עסקאות הגידור (הוצאה של כ-2 2 מיליון דולר בשנת 2013) לפרטים נוספים באשר לגידור מחירי הדלק הסילוני, ראה סעיף 1ב (3) להלן.

התפתחות מחיר הדס"ל הממוצע בשוק בשנים:



הוצאות שכר ההפעלה גדלו בתקופה המדווחת ביחס לתקופה המקבילה אשתקד, בעיקר בשל גידול בפעילות החברה בקיזוז השפעת פיחות שער השקל ביחס לדולר על התחייבויות החברה בגין הטבות לעובדים, ראה סעיף א 3 להלן

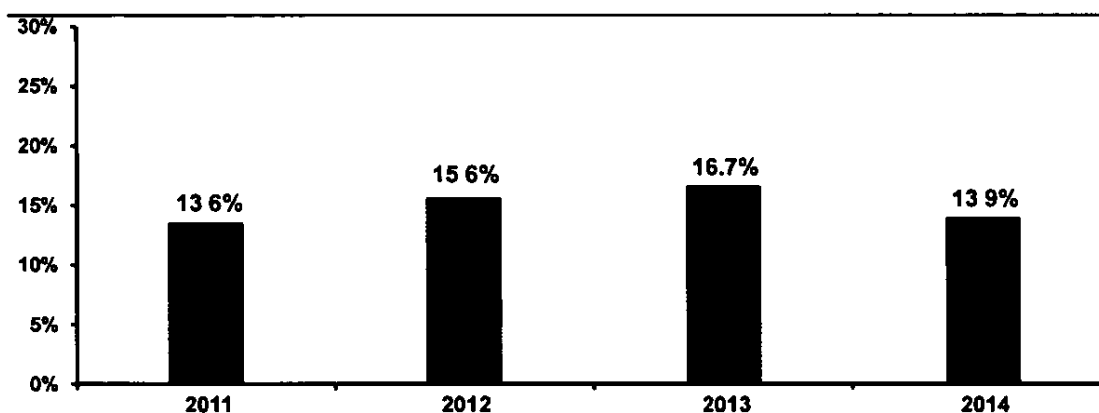
בהוצאות הביטחון של החברה בשנת 2014 נרשמה ירידה משמעותית בסך של כ-11 מיליון דולר לעומת ההוצאות בשנת 2013, בעיקר כתוצאה מהגדלת שיעור השתתפות המדינה בהוצאות אלו לשיעור של 97.5% מסך ההוצאה

התפלגות הוצאות הפעלה לשנת 2014



הרווח הגולמי של החברה לשנת 2014 הסתכם בכ-290 מיליון דולר והיווה שיעור של כ-13.9% מהמחזור ביחס לרווח גולמי של 350.2 מיליון דולר שהיווה שיעור של כ-16.7% מהמחזור בשנת 2013

שיעור הרווח הגולמי בשנים



הוצאות מכירה - בהוצאות המכירה חל קיטון של כ-1.8% ביחס לשנת 2013 בעיקר כתוצאה מקיטון בהוצאות ההפצה ובאחוז שלהן מהמחזור בשל הקיטון בהכנסות שיעור הוצאות המכירה מהמחזור נותר ללא שינוי ביחס לשנת 2013, כ-9.7%

הוצאות הנהלה וכלליות - בהוצאות הנהלה וכלליות חל קיטון בשיעור של כ-1.3% ביחס לשנת 2013, זאת בעיקר כתוצאה מקיטון בהוצאות השכר שיעורן מהמחזור נותר ללא שינוי ביחס לשנת 2013, כ-5.0%

הכנסות והוצאות אחרות - בשנת 2014 רשמה החברה הכנסות אחרות נטו בסך של כ-11.5 מיליון דולר, בעיקר כתוצאה מרישום רווח הון ממכירה וחכירה מחדש של שני מנועים וביטול הפרשה לתביעות משפטיות (ראה באור 29 ה' לדוחות הכספיים המאוחדים) בשנת 2013, רשמה החברה הוצאות אחרות, נטו בסך כ-6 אלפי דולר

מימון - הוצאות המימון, נטו בשנת 2014 הסתכמו בכ-35.7 מיליון דולר ביחס להוצאות מימון, נטו בסך של כ-0.8 מיליון דולר בשנת 2013 השינוי נבע בעיקר כתוצאה מהוצאות בגין גידור שערי חליפין שנרשמו בשנת 2014, בעוד שבשנת 2013 רשמה החברה הכנסות בגין גידור שערי חליפין

ההפסד לפני מס - בשנת 2014 הסתכם בכ-38.3 מיליון דולר, המהווה כ-1.8% מהמחזור, לעומת רווח לפני מס של כ-39.2 מיליון דולר בשנת 2013, שהיווה כ-9.1% מהמחזור

הטבת מס - בשנת 2014 רשמה הקבוצה הטבת מס של כ-10.2 מיליון דולר, לעומת הוצאת מס של כ-12.5 מיליון דולר בשנת 2013, בעיקר כתוצאה מההפסד לפני מס בשנת הדוח ביחס לרווח לפני מס בשנת 2013

ההפסד לשנה - הסתכם בכ-28.1 מיליון דולר, המהווה כ-3.1% מהמחזור, ביחס לרווח של כ-26.7 מיליון דולר, שהיווה כ-3.1% מהמחזור בשנת 2013

לתקופה של שלושה חודשים שנתיימה ביום 31 בדצמבר:

שינוי	2013		2014		
	אלפי דולר	% מהמחזור	אלפי דולר	% מהמחזור	
(1 2%)	(5,885)	100%	499,008	100%	הכנסות מהפעלה
(0 8%)	(3,557)	(86 1%)	(429,732)	(87 9%)	הוצאות הפעלה
(13 6%)	(9,442)	13 9%	69,276	12 1%	רווח גולמי
8 2%	4,320	(10 6%)	* (52,837)	(9 8%)	הוצאות מכירה
7 3%	1,818	(5 0%)	* (24,736)	(4 6%)	הוצאות הנהלה וכלליות
	6,147	0 0%	45	1 3%	הכנסות אחרות, נטו
34 5%	2,843	(1 7%)	(8,252)	(1 1%)	הפסד מפעולות רגילות
	(9,156)		(5,928)		הוצאות מימון
	(8,824)		9,130		הכנסות מימון
					חלק החברה ברווחי חברות
	165		57		כלולות, נטו ממס
	(14,972)		(4,993)		הפסד לפני מסים על ההכנסה
	3,794		1,328		הטבת מס
	(11,178)		(3,665)		הפסד לתקופה

* סווג מחדש

הגורמים העיקריים שהשפיעו על התוצאה העסקית בתקופה של שלושה חודשים שנתיימה ביום 31 בדצמבר 2014 לעומת התקופה המקבילה אשתקד הינם:

הכנסות מהפעלה - ההכנסות מהפעלה קטנו בתקופה המדווחת בכ-1 2% ביחס לתקופה המקבילה אשתקד הכנסות מנוסעים גדלו ברבעון המדווח בשל הגידול בכמות נוסע קילומטר (RPK) אולם הגידול קוזז בירידה בתשואה כך שלא חל שינוי מהותי בהכנסות ביחס לתקופה המקבילה אשתקד ההכנסות מהובלת מטענים קטנו בכ-8 2% זאת כתוצאה קיטון בתשואה לטון-ק"מ

הוצאות הפעלה - גדלו בתקופה המדווחת בכ-0 8% ביחס לתקופה המקבילה אשתקד, בעיקר כתוצאה מגידול בפעילות (קטעי נוסע ושעות טיסה) וההשפעות המתוארות להלן

- הוצאות שכר ההפעלה קטנו ברבעון הרביעי של שנת 2014 ביחס לרבעון המקביל אשתקד, בעיקר בשל השפעת פיחות שער השקל ביחס לדולר בסוף התקופה על התחייבויות החברה בגין הטבות לעובדים, ראה סעיף 3 א להלן

- הוצאות החברה עבור דלק סילוני גדלו בשיעור של כ-3 4% ביחס לרבעון המקביל אשתקד זאת בשל השינויים בשווי ההוגן של עסקאות הגידור שלא מוכרות כהגנה, תשלומי גידור לעומת החזרים בתקופה המקבילה אשתקד, גידול בפעילות ובקיזוז ירידה במחירי הדס"ל בשוק שיעורן מהמחזור עלה מכ-8 32% לכ-6 34 סך תשלומי הגידור ברבעון המדווח הסתכמו לכ-8 20 מיליון דולר ביחס לכ-4 1 מיליון דולר החזרי גידור ברבעון המקביל אשתקד כמו כן, רשמה החברה הוצאה בסך של כ-4 15 מיליון דולר כתוצאה משינויים בשווי ההוגן של עסקאות הגידור (הכנסה של כ-2 0 מיליון דולר בתקופה המקבילה אשתקד) לפרטים נוספים באשר לגידור מחירי הדלק הסילוני, ראה סעיף 1 ב (3) להלן

הרווח הגולמי של החברה לרבעון המדווח הסתכם בכ-8 59 מיליון דולר והיווה שיעור של כ-1 12% מהמחזור ביחס לרווח גולמי של 3 69 מיליון דולר שהיוו שיעור של כ-9 13% מהמחזור ברבעון המקביל אשתקד

הוצאות מכירה - בהוצאות המכירה חל קיטון של כ-2 8% ביחס לרבעון המקביל אשתקד בעיקר כתוצאה מקיטון בהוצאות ההפצה שיעורן מהמחזור קטן מ-6 10% ברבעון המקביל אשתקד לכ-8 9% ברבעון המדווח

הוצאות הנהלה וכלליות - בסעיפי הוצאות הנהלה וכלליות חל קיטון של כ-3% 7 ביחס לרבעון המקביל אשתקד, זאת בעיקר כתוצאה מקיטון בהוצאות השכר שיעורן מהמחזור קטן מ-0% 5 ברבעון המקביל אשתקד לכ-6% 4 ברבעון המדווח

הכנסות והוצאות אחרות - ברבעון המדווח רשמה החברה הכנסות אחרות נטו בסך של כ-2 6 מיליון דולר, בעיקר כתוצאה מביטול הפרשה לתביעות משפטיות (ראה באור 29 ה' לדוחות הכספיים המאוחדים) ברבעון המקביל אשתקד, רשמה החברה הכנסות אחרות, נטו בסך כ-45 אלפי דולר

מימון - הוצאות המימון, נטו ברבעון המדווח הסתכמו בכ-8 14 מיליון דולר ביחס להכנסות מימון, נטו בסך של כ-2 3 מיליון דולר ברבעון המקביל אשתקד השינוי נבע בעיקר כתוצאה מהוצאות בגין גידור שערי החליפין שנרשמו ברבעון המדווח, בעוד ברבעון המקביל אשתקד רשמה החברה הכנסות בגין גידור שערי חליפין

ההפסד לפני מס - ברבעון המדווח הסתכם בכ-0 20 מיליון דולר, המהווה כ-0% 4 מהמחזור, לעומת הפסד לפני מס של כ-0 5 מיליון דולר ברבעון המקביל אשתקד, שהיווה כ-0% 1 מהמחזור

הטבת מס - ברבעון המדווח רשמה הקבוצה הטבת מס של כ-1 5 מיליון דולר, לעומת הטבת מס של כ-3 1 מיליון דולר ברבעון המקביל אשתקד בעיקר כתוצאה מהגידול בהפסד לפני מס בתקופה המדווחת לעומת התקופה המקבילה אשתקד

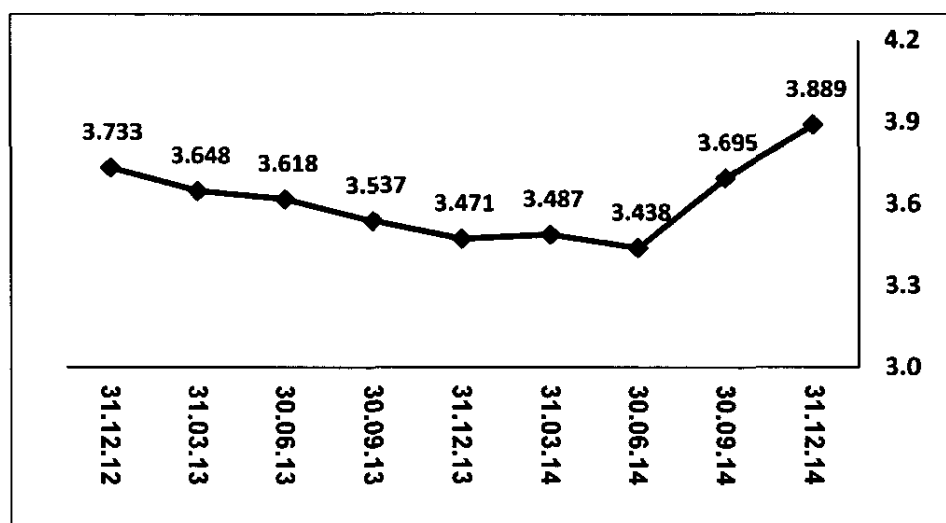
ההפסד לתקופה הסתכם בכ-8 14 מיליון דולר, המהווה כ-0% 3 מהמחזור, ביחס להפסד של כ-7 3 מיליון דולר, שהיווה כ-0% 7 מהמחזור ברבעון המקביל אשתקד

א.3. השפעת השינויים בשער החליפין על התחייבויות החברה בגין הטבות לעובדים

בשנת 2014 חל פיחות בשער החליפין של השקל מול הדולר בשיעור של כ- 12.0% לעומת תיסוף בשיעור של כ- 7.0% שחל בשנת 2013

בתקופה של שלושה חודשים שנסתיימה ביום 31 בדצמבר 2014 חל פיחות בשער החליפין של השקל מול הדולר בשיעור של כ- 3.5% לעומת תיסוף בשיעור של כ- 1.9% שחל ברבעון המקביל אשתקד

שער חליפין דולר - שקל:



ליום 31 בדצמבר 2014 לחברה התחייבויות נטו בגין הטבות לעובדים (בעיקר לפיצויים, תכניות פרישה, פדיון ימי מחלה וחופשה) בסך של כ- 62 מיליון דולר מאחר ומרבית התחייבויות אלו הינן שקליות בעוד שהמטבע הפונקציונאלי של החברה הוא הדולר, שינויים בשער החליפין של השקל לעומת הדולר משפיעים על הערך הדולרי של ההתחייבויות השינויים בשער החליפין אינם חד כיווניים, וגורמים לדוחות החברה הכנסות או הוצאות בהתאם להכנסות או הוצאות אלו אין השפעה על תזרים המזומנים או על עלויות התפעול של החברה בטווח הקצר על מנת לאפשר השוואה של התוצאות העסקיות של החברה לאורך זמן, יש לנטרל הכנסות או הוצאות אלו

בשנת 2014 נרשמו הכנסות בגין מרכיב זה בסך של כ- 5.5 מיליון דולר, לעומת הוצאות בסך של כ- 4.3 מיליון דולר בשנת 2013

ברבעון שנסתיים ביום 31 בדצמבר 2014 נרשמו הכנסות בגין מרכיב זה בסך של כ- 1.3 מיליון דולר, לעומת הוצאות בסך של כ- 1.1 מיליון דולר ברבעון המקביל אשתקד

4א. דיווח מגזרי

להלן נתונים לפי מגזרים תפעוליים על בסיס מאוחד

א. כללי:

הקבוצה מיישמת את IFRS 8, "מגזרי פעילות" (להלן "IFRS 8"), החל מיום 1 בינואר 2009

בהתאם להוראות IFRS 8, מגזרים תפעוליים מזוהים על בסיס הדיווחים הפנימיים אודות מרכיבי הקבוצה, אשר נסקרים באופן סדיר על ידי מקבל ההחלטות התפעוליות הראשי של הקבוצה לצורך הקצאת משאבים והערכת ביצועי המגזרים התפעוליים

מערכת הדיווחים המועברת למקבל ההחלטות התפעולי הראשי של הקבוצה, לצורך הקצאת משאבים והערכת ביצועי המגזרים התפעוליים, מתבססת על ההבחנה בין הכנסות ממטוסי נוסעים, הכנסות ממטוס מטען, הכנסות מהתכרת מטוסים והכנסות אחרות. לאור זאת, להלן מפורטים מגזרי הפעילות המדווחים של החברה בהתאם ל-IFRS 8

מגזר א' - פעילות מטוסי הנוסעים

מגזר ב' - פעילות מטוס המטען

בקביעת תוצאות מגזרי הפעילות המדווחים, נכללים גם מספר רכיבים שאינם חלק מההוצאות הישירות הכרוכות בהפעלת הטיסות כגון פחת בגין ציוד טיסה, הוצאות תחזוקה קבועות והוצאות קבועות בנציגויות החברה בחו"ל

ב. ניתוח הכנסות ותוצאות לפי מגזרי הפעילות:

לשנה שנסתיימה ביום 31 12 2014					הכנסות
מטוסי נוסעים	מטוסי מטען	אחרים	התאמות	סך הכל מאוחד	
באלפי \$					
1,910,620	69,932 *	47,635	53,116	2,081,303	הכנסות מלקוחות חיצוניים
-	-	34,529	(34,529)	-	הכנסות בין מגזריות
<u>1,910,620</u>	<u>69,932</u>	<u>82,164</u>	<u>18,587</u>	<u>2,081,303</u>	סה"כ הכנסות מגזר
<u>193,261</u>	<u>(742)</u>	<u>40,864</u>		233,383	תוצאות המגזר
				(237,033)	הוצאות לא מיוחסות
				(3,650)	הפסד תפעולי
				(36,605)	הוצאות מימון
				912	הכנסות מימון
				1,056	חלק החברה ברווחי חברות
				(38,287)	כלולות, נטו ממס
				10,227	הפסד לפני מסים על ההכנסה
				(28,060)	הטבת מס
					הפסד לשנה

* כולל הכנסות ממטען ודואר בבטן מטוסי הנוסעים בסך של כ- 105,280 אלפי דולר

לשנה שנתיימה ביום 31.12.2013

מטוסי נוסעים	מטוסי מטען	אחרים באלפי \$	התאמות	סך הכל מאוחד	
1,920,290	70,372 *	50,575	61,783	2,103,020	הכנסות
-	-	46,117	(46,117)	-	הכנסות מלקוחות חיצוניים
1,920,290	70,372	96,692	15,666	2,103,020	הכנסות בין מגזריות
					סה"כ הכנסות מגזר
224,877	(5,152)	42,478		262,203	תוצאות המגזר
				(222,537) **	הוצאות לא מיוחסות
				39,666	רווח תפעולי
				(25,858)	הוצאות מימון
				25,106	הכנסות מימון
				298	חלק החברה ברווחי חברות
				39,212	כלולות, נטו ממס
				(12,545) **	רווח לפני מסים על ההכנסה
				26,667	הוצאות מסים על ההכנסה
					רווח לשנה

* כולל הכנסות ממטען ודואר בבטן מטוסי הנוסעים בסך של כ- 108,351 אלפי דולר
 ** התאמה לא מהותית של מספרי השוואה – ראה ביאור 5 לדוחות הכספיים

לשנה שנתיימה ביום 31.12.2012

מטוסי נוסעים	מטוסי מטען	אחרים באלפי \$	התאמות	סך הכל מאוחד	
1,827,943	80,431 *	44,603	62,665	2,015,642	הכנסות
-	-	48,557	(48,557)	-	הכנסות מלקוחות חיצוניים
1,827,943	80,431	93,160	14,108	2,015,642	הכנסות בין מגזריות
					סה"כ הכנסות מגזר
187,727	(3,827)	26,825		210,725	תוצאות המגזר
				(198,613) **	הוצאות לא מיוחסות
				12,112	רווח תפעולי
				(38,413)	הוצאות מימון
				1,447	הכנסות מימון
				1,426	חלק החברה ברווחי חברות
				(23,428)	כלולות, נטו ממס
				5,230 **	הפסד לפני מסים על ההכנסה
				(18,198)	הטבת מס
					הפסד לשנה

* כולל הכנסות ממטען ודואר בבטן מטוסי הנוסעים בסך של כ- 105,399 אלפי דולר
 ** התאמה לא מהותית של מספרי השוואה – ראה ביאור 5 לדוחות הכספיים

בשנת 2014, קטנו ההכנסות במגזר מטוסי הנוסעים, ביחס לשנת 2013, בעיקר כתוצאה מקיטון בתשואה לנוסע-ק"מ בקיזז גידול בכמות הנוסעים המוטסת בהכנסות במגזר מטוס המטען קטנו כתוצאה מקיטון בתשואה לטון ק"מ בקיזז גידול בכמות טון-ק"מ שהוטסה בהכנסות האחרות חל קיטון, בעיקר בגין קיטון בשרותי תחזוקה שניתנו לגורמי חוץ

חלקו של מגזר מטוסי הנוסעים מסך ההכנסה ברבעון עלה מ- 91.3% בשנת 2013 ל- 91.8% בשנת 2014 במגזר מטוס המטען חלה עלייה מכ-3.3% מסך ההכנסה בשנת 2013 לכ-3.4% בשנת 2014

מגזר מטוסי הנוסעים רשם בשנת 2014 תרומה של כ-193.3 מיליון דולר (כ-10.1% מהמחזור) ביחס לתרומה של כ-224.9 מיליון דולר (כ-11.7% מהמחזור) בשנת 2013 וזאת בעיקר כתוצאה מקיטון בהכנסות בשל הקיטון בתשואה לנוסע-ק"מ ומהעלייה בהוצאות התפעול, בעיקר כתוצאה מגידול בפעילות כמוסבר לעיל בתוצאות מגזר מטוס המטען חלה הטבה והוא רשם הפסד של כ-742 אלפי דולר (כ-1.1% מהמחזור) ביחס להפסד של כ-52 מיליון דולר (כ-7.3% מהמחזור) בשנת 2013 בעיקר כתוצאה מירידה בהוצאות הדלק (לא כולל שינויים בשווי הוגן של עסקאות הגידור)

ג. ניתוח הכנסות לפי יעדי הטיסות:

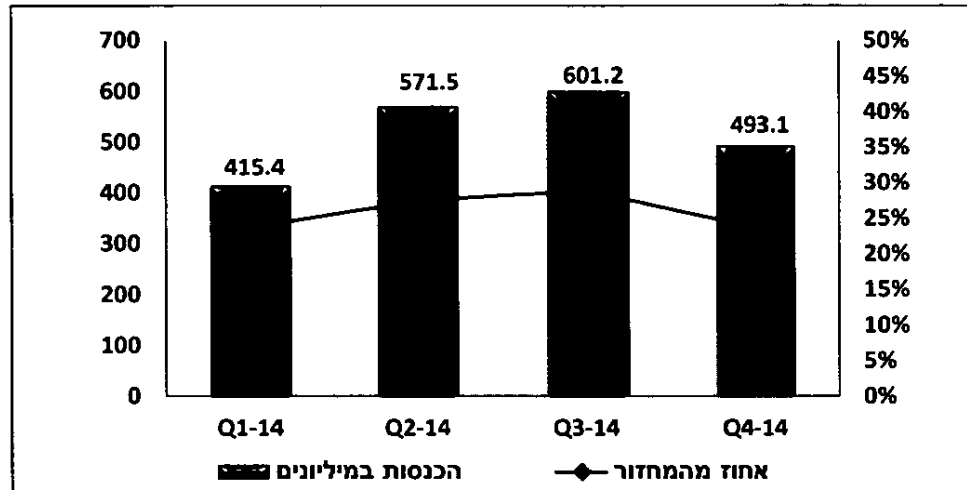
צפון אמריקה	אירופה	מרכז אסיה והמזרח הרחוק	שאר העולם	סה"כ	
באלפי דולר					
680,399	973,994	342,539	33,536	2,030,468	שנת 2014
				50,835	הכנסות מגזריות
				2,081,303	הכנסות שאינן מיוחסות למגזרים
					סה"כ הכנסות בדוח המאוחד
687,020	979,051	339,436	44,983	2,050,490	שנת 2013
				52,530	הכנסות מגזריות
				2,103,020	הכנסות שאינן מיוחסות למגזרים
					סה"כ הכנסות בדוח המאוחד
662,761	936,818	322,307	46,599	1,968,485	שנת 2012
				47,157	הכנסות מגזריות
				2,015,642	הכנסות שאינן מיוחסות למגזרים
					סה"כ הכנסות בדוח המאוחד

בשנת 2014 חל קיטון בהכנסות לכל יעדי הטיסות, למעט "מרכז אסיה והמזרח הרחוק" זאת בעיקר כתוצאה מקיטון בתשואה לנוסע-ק"מ בקיזז גידול בכמות הנוסעים המוטסת

א.5. עונתיות

פעילות הקבוצה הינה עונתית ומתמקדת בתקופות שיא תנועה גדולה של תושבי ישראל לחו"ל מתרחשת בעיקר בעונות הקיץ ובמועדי החגים, ותנועה גדולה של תיירים לישראל מתרחשת בעונות הקיץ ולקראת חגים יהודיים או נוצריים או חופשות במדינות המקור

התפלגות ההכנסות על פני הרבעונים ושיעורן מהמחזור בשנת 2014 (במיליוני דולר)



יודגש כי ההכנסות ברבעונים השלישי והרביעי בשנת הדוח הושפעו לרעה מתוצאות מבצע "צוק איתן" כאמור לעיל

א.6. המצב הכספי (דוחות מאוחדים)

31.12.2013	31.12.2014		31 12 2013	31 12.2014	
אלפי דולר	אלפי דולר		אלפי דולר	אלפי דולר	
*,** 722,915	807,766	התחייבויות שוטפות	* 315,306	288,420	נכסים שוטפים
** 660,862	662,419	התחייבויות לא שוטפות	* 1,251,970	1,293,200	נכסים לא שוטפים
** 183,499	111,435	הון			
<u>1,567,276</u>	<u>1,581,620</u>	סה"כ	<u>1,567,276</u>	<u>1,581,620</u>	סה"כ

* סווג מחדש

** התאמה לא מהותית של מספרי השוואה – ראה ביאור 5 לדוחות הכספיים

השינויים העיקריים בסעיפי הנכסים, ההתחייבויות וההון העצמי ליום 31 בדצמבר 2014 ביחס

ליום 31 בדצמבר 2013

נכסים שוטפים

הנכסים השוטפים של החברה הסתכמו לסך של כ-288.4 מיליון דולר ליום 31 בדצמבר 2014, קיטון של כ-9.26 מיליון דולר ביחס ליום 31 בדצמבר 2013

הקיטון נבע בעיקר מירידה בסעיף מכשירים פיננסיים נגזרים, כמוסבר להלן, כמו כן, חל קיטון בסעיפי הלקוחות והמלאי

במכשירים הפיננסיים הנגזרים של החברה (המוצגים בדוחות הכספיים בסעיפי התחייבויות שוטפות) חלו השינויים כמוסבר בהתחייבויות שוטפות להלן

נכסים לא שוטפים

סך הנכסים הלא שוטפים הסתכמו לסך של 1,293.2 מיליון דולר ליום 31 בדצמבר 2014, גידול של כ-2.41 מיליון דולר ביחס ליום 31 בדצמבר 2013, בעיקר כתוצאה מרכישת שני מטוסי 737-900 ותשלומים על חשבון ארבעה מטוסי 737-900 נוספים וכן תשלומים בגין שיפוצי מנועים ורכישת חלפים ואביזרים בקיזוז הוצאות הפחת לתקופה

התחייבויות שוטפות

סך ההתחייבויות השוטפות של החברה הסתכמו לסך של כ-807.8 מיליון דולר ליום 31 בדצמבר 2014, הגידול בסך של כ-84.9 מיליון דולר ביחס ליום 31 בדצמבר 2013 נובע בעיקר כתוצאה מגידול בסעיף מכשירים פיננסיים נגזרים

סה"כ השינוי נטו של השווי ההוגן של גידורי הדס"ל, הריבית והמט"ח המוצגים בסעיפי נכסים שוטפים והתחייבויות שוטפות ולא שוטפות, מסתכם לירידה של כ-2.85 מיליון דולר לעומת השווי ההוגן בתום שנת 2013 (גידורי דס"ל - ירידה של כ-1.70 מיליון דולר, גידורי ריבית - עליה של כ-0.8 מיליון דולר, גידורי מט"ח - ירידה של כ-9.15 מיליון דולר), כתוצאה מעסקאות שהגיעו לפירעון, מעסקאות שנעשו בתקופה המדווחת ומשינויים בשווי ההוגן של עסקאות שעדיין נותרו פתוחות ליום הדוח בשל ירידה במחיר הדס"ל ועלייה בשער החליפין במהלך השנה לפרטים נוספים ראה סעיפים ב1(3), ב1(4) ו ב1(5) להלן וביאור 7 לדוחות הכספיים המצורפים

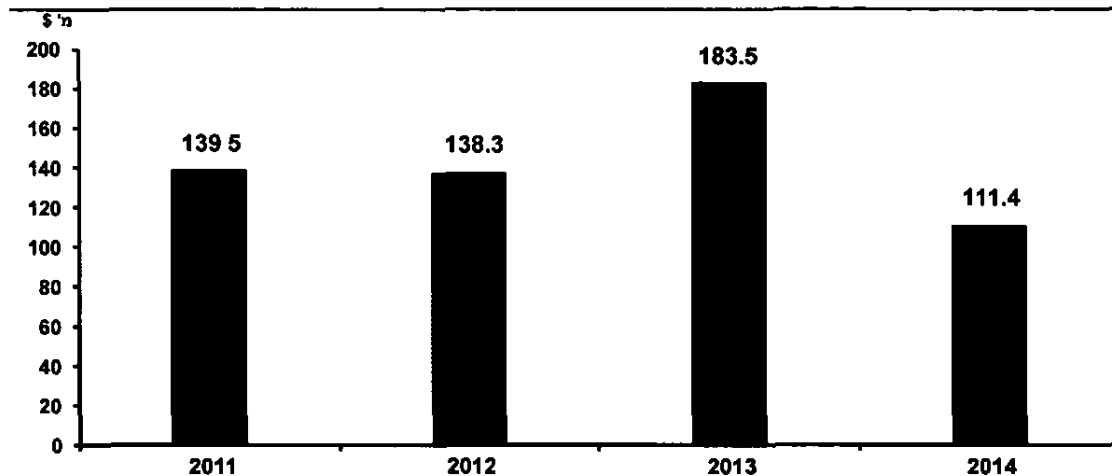
התחייבויות לא שוטפות

סך ההתחייבויות הלא שוטפות של החברה הסתכמו לסך של כ-662.4 מיליון דולר ליום 31 בדצמבר 2014, הגידול בסך של כ-1.6 מיליון דולר ביחס ליום 31 בדצמבר 2013 נובע בעיקר מגידול בהלוואות מתאגידים בנקאים והתחייבויות בגין הטבות לעובדים בקיזוז קיטון בסעיף ההתחייבות למסים נדחים, בגין ההפסד לפני מס בשנת 2014 ובגין תוצאות עסקאות הגידור שנזקפו לקרן הון בגין גידור תזרים מזומנים

הון

סך ההון ליום 31 בדצמבר 2014 הסתכם לכ-111.4 מיליון דולר, הקיטון בסך של כ-1.72 מיליון דולר ביחס ליום 31 בדצמבר 2013 נובע בעיקר כתוצאה מההפסד בשנת 2014 ומקיטון בקרן הון בגין גידור תזרים מזומנים כתוצאה מירידה בשווי ההוגן של עסקאות הגידור

התפתחות ההון ליום 31 בדצמבר



נכון ליום 31 בדצמבר 2014 לקבוצה גרעון בהון החוזר בסך כ- 519.3 מיליון דולר לעומת גרעון של כ- 407.6 מיליון דולר ליום 31 בדצמבר 2013. היחס השוטף של החברה ליום 31 בדצמבר 2014 הסתכם לכ- 35.7% לעומת 43.6% ליום 31 בדצמבר 2013. הגרעון בהון החוזר הושפע בעיקר מגידול בהתחייבויות בגין מכשירים פיננסיים נגזרים ומגידול בספקים והכנסות מראש.

הגרעון בהון החוזר כולל שלושה מרכיבים מהותיים אשר נכללים במסגרת סעיפי ההתחייבויות השוטפות של החברה ומאופיינים במחזוריות עסקית שוטפת. הכנסות מראש ממכירת כרטיסי טיסה לרבות מיסי נמל, הכנסות מראש ממועדון הנוסעים, וכן מהתחייבויות לעובדים בגין חופשה לפיכך, חלק מהותי מהגרעון בהון החוזר אינו תזרימי בטווח הקצר.

א.7. נזילות ומקורות מימון

התנועות בתזרימי המזומנים בשנה שנסתיימה ביום 31 בדצמבר 2014 לעומת שנת 2013 הינם:

	2014	2013	שינוי
	אלפי דולר	אלפי דולר	אלפי דולר
תזרימי מזומנים מפעילות שוטפת	158,559	185,242	(26,683)
תזרימי מזומנים לפעילות השקעה	(198,606)	(153,656)	(44,950)
תזרימי מזומנים מפעילות מימון	8,589	1,744	6,845
עליה (ירידה) במזומנים ושווי מזומנים	(31,458)	33,330	(64,788)

פעילות שוטפת

בשנת 2014 נבע לקבוצה תזרימי מזומנים חיובי מפעילות שוטפת, בסך של כ- 158.6 מיליון דולר לעומת תזרימי מזומנים חיובי מפעילות שוטפת בסך של כ- 185.2 מיליון דולר בשנת 2013. הקיטון בתזרימי השוטף נבע בעיקר מההפסד לפני מס בשנת 2014 לעומת רווח לפני מס בשנת 2013 בניכוי השפעות שווי הוגן של עסקאות גידור שאינן במזומן.

פעילות השקעה

בשנת 2014 השקיעה החברה כ- 198.6 מיליון דולר, נטו בפעילות השקעה. ההשקעה ברכוש קבוע ורכוש לא מוחשי הסתכמה לסך של כ- 177.0 מיליון דולר (בעיקר תשלומים בגין רכישת מטוסי 737-900 ורכישת חלפים ואביזרים) וכן סך של כ- 31.6 מיליון דולר שימשו להשקעה בפיקדונות ששימשו בטוחות לעסקאות גידור דס"ל מאידך קבלה החברה סך של כ- 8.7 מיליון דולר כתמורה ממימוש רכוש קבוע, בעיקר ממכירה וחכירה מחדש של שני מנועים

בשנת 2013 השקיעה החברה כ- 153.7 מיליון דולר, נטו בפעילות השקעה. ההשקעה ברכוש קבוע ורכוש לא מוחשי הסתכמה בסך של כ- 172.3 מיליון דולר מאידך, קבלה החברה סך של כ- 15.8 מיליון דולר כתמורה ממימוש רכוש קבוע וכן מומשו פיקדונות ששימשו בטוחות לעסקאות גידור דס"ל בסך של כ- 3.4 מיליון דולר

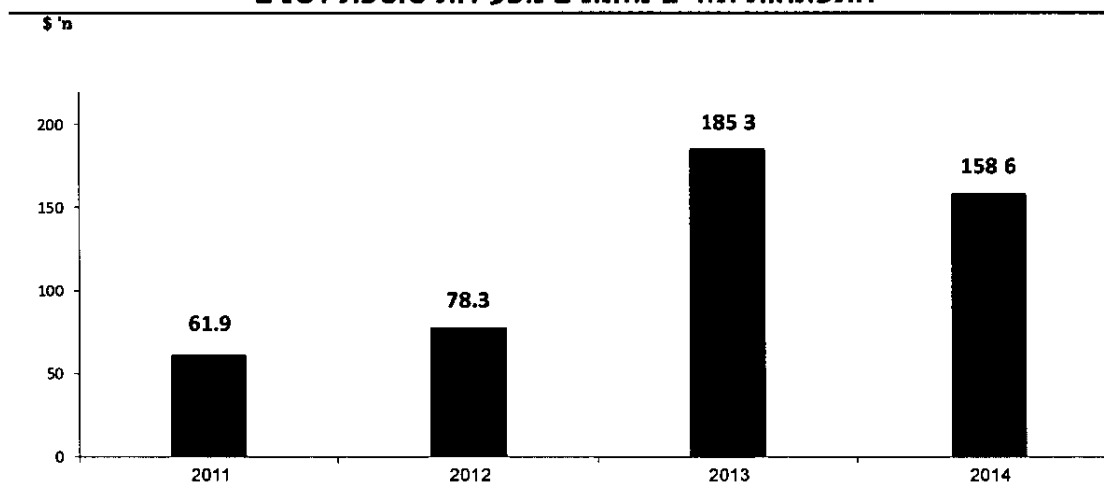
פעילות מימון

בשנת 2014 נבע לחברה תזרים מזומנים בסך של כ- 8.6 מיליון דולר נטו מפעילות מימון. החברה פרעה הלוואות לזמן ארוך בסך כ- 143.5 מיליון דולר, ומאידך קיבלה הלוואות לזמן ארוך (בניכוי הוצאות גיוס) בסך של כ- 139.3 מיליון דולר ואשראי לזמן קצר בסך של כ- 12.8 מיליון דולר

בשנת 2013 נבע לחברה סך של כ- 1.7 מיליון דולר נטו מפעילות מימון. החברה פרעה הלוואות בסך של כ- 131.6 מיליון דולר ואשראי לזמן קצר בסך של כ- 11.5 מיליון דולר ומאידך קבלה הלוואות (בניכוי הוצאות גיוס) בסך של כ- 144.8 מיליון דולר

סה"כ חלה בשנת 2014 ירידה של כ- 31.5 מיליון דולר ביתרות המזומנים ושווי המזומנים של הקבוצה והן הסתכמו ליום 31 בדצמבר 2014 בכ- 54.7 מיליון דולר ביחס לכ- 86.1 מיליון דולר ליום 31 בדצמבר 2013

התפתחות תזרים מזומנים מפעילות שוטפת לשנים



הלוואות ומסגרות אשראי מהותיות של החברה.

בהמשך לעמדה משפטית מספר 15-104 של רשות ניירות ערך מיום 30 באוקטובר 2011, בעניין "אירוע אשראי בר דיווח", החברה קבעה כי סף המהותיות לצורך פירוט הלוואות מהותיות הינו 5% מסך המאזן המאוחד של החברה

לגבי טבלה המפרטת את ההלוואות המהותיות בהתאם לקריטריונים שנקבעו לעיל, בהן חלו שינויים בתקופה המדווחת, ראה נספח א' לדוח הדירקטוריון להלן

לגבי פרטים נוספים בנוגע להלוואות החברה ולעמידה במגבלות ואמות מידה פיננסיות (COVENANTS), ראה ביאור 18 לדוחות הכספיים ליום 31 בדצמבר 2014

ב. חשיפה לסיכוני שוק ודרכי ניהולם:

ב 1. דיווח איכותי בדבר חשיפה לסיכוני השוק ודרכי ניהולם

ב 1 (1) כללי - תיאור סיכוני השוק אליהם חשופה החברה

להלן פירוט של סיכוני השוק אליהם חשופה החברה

חשיפה לשינויים במחירי הדלק הסילוני - שינויים במחירי הדלק הסילוני (דס"ל) המהווה מרכיב מרכזי בהוצאות התפעול של החברה, משפיעים מהותית על רווחיות החברה. להערכת החברה, ברמת הפעילות הנוכחית, כל שינוי של 1 סנט אמריקאי במחירו של גלון דס"ל במשך שנה שלמה משפיע על הוצאות החברה לדלק בכ-2.4 מיליון דולר. החברה נוקטת בצעדי הגנה להקטנת החשיפה, כמפורט בסעיף ב1 (3) לדוח הדירקטוריון להלן.

חשיפה לשינויים בשערי הריבית - קרוב לכמחצית מהלוואות החברה לזמן ארוך הן בריבית משתנה. לפיכך, עלייה בשעור ריבית הליבור עלולה להשפיע על רווחיות החברה. ברמת ההלוואות הנוכחית, כל עלייה של 1% בריבית הליבור במשך שנה שלמה, מגדילה את הוצאות המימון של החברה בכ-2.3 מיליון דולר. החברה נוקטת בצעדי הגנה להקטנת החשיפה, כמפורט בסעיף ב1 (4) לדוח הדירקטוריון להלן.

חשיפה מטבעית - עיקר הכנסותיה והוצאותיה של החברה הן במטבע חוץ (בעיקר דולר של ארה"ב) למעט הוצאות שקליות שעיקרן הוצאות שכר ותשלומים לספקים מקומיים בארץ. בהתאם לכך, שינוי בשער השקל ביחס לדולר משפיע על ההוצאות השקליות של החברה במונחי דולר. להערכת החברה, ברמת הפעילות הנוכחית, תיסוף בשער החליפין של השקל ביחס לדולר של כל 1% במשך שנה שלמה, מגדיל את ההוצאות השנתיות של החברה בכ-3.4 מיליון דולר. כמו כן, קיימת לחברה חשיפה לא מהותית למטבע האירו.

החברה נוקטת בצעדי הגנה להקטנת החשיפה, כמפורט בסעיף ב1 (5) לדוח הדירקטוריון להלן.

חשיפה במסגרות ההלוואות לזמן ארוך - בהתאם להוראות הסכמי ההלוואות, נדרשת החברה לעמידה ביחס מינימאלי בין שווי השוק של המטוסים לבין יתרת ההלוואות אשר מובטחות במטוסים אלו. כמו כן, החברה נדרשת לקיים מספר תנאים אשר בהעדרם היא עלולה להידרש לפירעון מיידי של ההלוואות. חשיפת החברה לסיכוני שוק בנושא זה נובעת מהשינויים אשר מתרחשים בשווי השוק של מטוסים בעולם. לפרטים נוספים, ראה ביאור 14 וביאור 20 ה' לדוחות הכספיים המאוחדים.

ב1 (2) מדיניות החברה בניהול סיכוני השוק, האחראים לניהולם, אמצעי פיקוח ומימוש המדיניות

דירקטוריון החברה אחראי לאישור מדיניות ניהול סיכוני השוק של החברה ומפקח על יישום המדיניות באמצעות וועדה לניהול סיכוני שוק.

הוועדה אחראית על הגדרת המדיניות ועדכונה, בקרה על יישום המדיניות ומתן הנחיות/אישורים להנהלת החברה. לחרוג מיישום המדיניות בהתאם להתפתחויות שונות. וועדה זו מדווחת על ידי ההנהלה לפחות אחת לחודש ומתכנסת לדין לפחות אחת לרבעון.

מנכ"ל החברה, מר דוד מימון, עומד בראש וועדת ההנהלה לניהול סיכונים שוק, הכוללת גם את סמנכ"ל הכספים ואת אנשי המקצוע הרלבנטיים וועדת ההנהלה לניהול סיכונים שוק מתכנסת לדיון לפחות אחת לחודש

מנכ"ל החברה אחראי לקבלת ההחלטות באשר לעיתוי והאופן בו תבוצענה עסקאות הגידור בפועל בהתאם למדיניות, להנחיות וועדת ניהול הסיכונים של הדירקטוריון תוך התחשבות בגורמי הסיכון, בפעילות המסחרית ובהמלצות הצוות המקצועי לפרטים אודות השכלתו, נסיונו וכישוריו העסקיים ראה פרק ד' של הדוח התקופתי תחת תקנה 26א

החברה ממתנת את השפעת הסיכונים הנ"ל על ידי שימוש במכשירים פיננסיים נגזרים על מנת לגדר את החשיפות לסיכונים השימוש במכשירים פיננסיים נגזרים נעשה בהתאם למדיניות החברה שאושרה על ידי הדירקטוריון, אשר קובעת עקרונות כתובים לגבי ניהול סיכון מטבע, סיכון שיעור ריבית, סיכון מחיר דלק סילוני, השימוש במכשירים פיננסיים נגזרים ומכשירים פיננסיים לא נגזרים וההשקעה של עודף מזילות הציות למדיניות ולרמות החשיפה נסקר על ידי ועדת ניהול הסיכונים על בסיס שוטף ומתמשך

מדיניות גידור הדס"ל היא גידור החשיפה לדס"ל לתקופה של עד 24 חודשים קדימה, באופן שבו לכל תקופה יקבע שיעור מינימלי ומקסימלי לגידור מכלל הצריכה הצפויה, באופן מדורג ויורד עסקאות הגידור יבוצעו ברמה חודשית שיעורי הגידור המינימלי והמקסימלי לתחילת התקופה הינם 60% ו- 75%, בהתאמה ושיעורי הגידור המינימלי והמקסימלי לחודש ה- 12 הינם 5% ו- 20%, בהתאמה בחירת המכשירים והיקפי הגידור יעשו כך שהחברה תגביל את החשיפה המקסימאלית לביטחונות במזומן נכון למועד הדוח, החברה מגודרת מתחת לקוי המינימום המוגדרים במדיניות, וזאת בהתאם להנחיות ואישורי הוועדה לניהול סיכונים של הדירקטוריון

למועד פרסום הדוח, החברה מגודרת מתחת לקוי המינימום ברבעון השני של שנת 2015 ובקוי המקסימום במחצית השנייה של שנת 2015 וזאת עפ"י אישור הוועדה

מדיניות החברה בנושא גידור ריבית הינה גידור של עד כמחצית מתיק האשראי לטווח של עד 5 שנים נכון למועד הדוח, החברה מגודרת על פי המדיניות

מדיניות החברה בנושא גידור שער החליפין שקל/דולר של החברה היא הגנה של עד 75% מהחשיפה התזרימית לאופק של שנה עפ"י שיקול דעתה של ההנהלה נכון למועד הדוח, החברה מגודרת על פי המדיניות

לפרטים בדבר המדיניות שיושמה בפועל, ראה סעיפים 1(3), 1(4) ו-1(5) לדוח הדירקטוריון להלן לפרטים בדבר השפעות השינויים בסביבה הכלכלית לאחר תאריך הדוח, ראה סעיף ה' לדוח הדירקטוריון להלן

ב1 (3) גידור מחירי הדלק הסילוני

החברה מבצעת עסקאות פיננסיות להגנה מפני שינויים במחירי הדס"ל, בהתאם למדיניות כמוסבר בסעיף ב1 (2) לעיל

נכון ליום 31 בדצמבר 2014, היו לחברה מספר התקשרויות, לצורך גידור מחירי הדס"ל, בהיקף הנאמד בכ- 28% מהתצרוכת הצפויה ל-12 החודשים הבאים. חלק מעסקאות אלה מוכרות חשבונאית כעסקאות הגנה וחלק אחר אינו מוכר השווי ההוגן נטו של סך מכשירי גידור הדס"ל ליום 31 בדצמבר 2014 הינו סכום שלילי של כ-1 62 מיליון דולר, המוצג בדוחות הכספיים במסגרת ההתחייבויות השוטפות, בסעיף "מכשירים פיננסיים נגזרים" במהלך השנה המדווחת רשמה החברה בגין עסקאות גידור אלה הוצאה בסך של כ-7 42 מיליון דולר. לפרטים בדבר שינויים שחלו במחירי הדס"ל לאחר תאריך הדוח, ראה סעיף ה 2 לדוח הדירקטוריון

ב1 (4) גידור ריבית על הלוואות

החברה ביצעה עסקאות להגנה על החשיפה הקיימת בתיק האשראי ארוך הטווח של החברה עקב שינויים בשיעורי הריבית, בהתאם למדיניות כמוסבר בסעיף ב1 (2) לעיל

נכון ליום 31 בדצמבר 2014 עסקאות אלה מוכרות חשבונאית כעסקאות הגנה השווי ההוגן של סך מכשירי גידור הריבית ליום 31 בדצמבר 2014 הינו סכום שלילי של כ-2 0 מיליון דולר, המוצג בדוחות הכספיים במסגרת ההתחייבויות השוטפות בסעיף "מכשירים פיננסיים נגזרים"

לאחר ביצוע הגידורים הנ"ל, נכון ליום 31 בדצמבר 2014, כ-8% 14 מיתרת הלוואות בריבית משתנה שקיבלה החברה מגודרות, וזאת לאופק של כחודש (עד סוף ינואר 2015), כ-7% 48 מיתרת הלוואות שקיבלה החברה הן בריבית משתנה בלתי מגודרת וכ-4% 36 מיתרת הלוואות הן בריבית קבועה לתקופה של כ-12 שנים, כך שנכון ליום הדוח כ-2% 51 מהלוואות החברה הן בריבית קבועה

בשנה המדווחת רשמה החברה הוצאות בגין עסקאות גידור אלה בסך כ-9 0 מיליון דולר

לפרטים בדבר השינויים בשערי הריבית שחלו לאחר תאריך הדוח, ראה סעיף ה 3 לדוח הדירקטוריון להלן

ב1 (5) גידור שערי חליפין

החברה מבצעת עסקאות להגנה על החשיפה המטבעית הקיימת עקב השינויים בשער השקל ביחס לדולר, בהתאם למדיניות כמוסבר בסעיף ב1 (2) לעיל. חלק מעסקאות אלה מוכרות חשבונאית כעסקאות הגנה וחלק אחר אינו מוכר

במהלך שנת 2014, היו לחברה מספר עסקאות פיננסיות, אשר נועדו להגן על החברה מפני ירידה בשערי החליפין של הדולר מול השקל עד לחודש דצמבר 2015

השווי ההוגן נטו של המכשירים ליום 31 בדצמבר 2014 הינו סכום שלילי של כ-11 0 מיליון דולר, המוצג בדוחות הכספיים במסגרת ההתחייבויות השוטפות בסעיף "מכשירים פיננסיים נגזרים"

בשנה המדווחת רשמה החברה הוצאות בגין עסקאות גידור שערי חליפין בסך כ-9 1 מיליון דולר

לפרטים בדבר השינויים שחלו בשערי החליפין שקל - דולר, ראה סעיף ה 4 לדוח הדירקטוריון להלן

ב.1.6) דווח בדבר ניתוח רגישות

להלן ניתוח רגישות השווי ההוגן של המכשירים הפיננסיים הרגישים לשינויים שיתכנו בגורמי הסיכון אליהם הם חשופים

ניתוחי הרגישות נעשו ביחס לשווי ההוגן של המכשירים הפיננסיים ליום 31 בדצמבר 2014

להלן תיאור המודלים לבחינת רגישות השווי ההוגן של המכשירים הפיננסיים השונים

1 גידור ריבית - עסקאות גידור הריבית שהחברה מבצעת נעשות באמצעות מכשירים פיננסיים מול בנקים ישראליים נכס הבסיס לעסקאות אלה הינו ריבית הליבור (London Inter Bank Offered Rate) לתקופות שונות (3 חודשים, 6 חודשים, שנה) לפיה נקבע החזר הריבית על הלוואות החברה בריבית משתנה (בתוספת מרווח)

עסקאות גידור הריבית נעשות "גב אל גב" אל מול הלוואות אלה, וזאת על מנת לא לייצר חשיפה נוספת של הפרשי עיתוי בין מועד פקיעת העסקה לתשלום בפועל מול הלוואות קיימות כך שמועדי ההתחשבות והבסיס לחישובם תואמים את פירעון ההלוואות במועדי הפירעון של ההלוואות, מחושב סכום ההתחשבות לתקופה הבאה על פי ריבית השוק ששררה בשני ימי עסקים קודמים ובהתאם למבנה העסקה כפי שנקבע מראש

עסקאות גידור הריבית הקיימות לתום שנת 2014 הינן עסקאות לקיבוע ריבית עתידי (IRS) עסקאות אלה מוכרות חשבונאית כעסקאות הגנה

חישוב השווי ההוגן של עסקאות גידור הריבית נעשה על פי ריבית הליבור החזויה בעסקאות גידור ריבית בהן מבוצע קיבוע ריבית, השווי ההוגן נקבע על סמך ההפרש בין הריבית החזויה ומפורסמת אחת לתקופה על ידי הבנקים המובילים בעולם לריבית הנקובה בעסקה, מוכפל בהיקף הגידור בכל תקופה בעסקאות גידור הכוללות אופציות, השווי ההוגן נקבע על סמך נוסחאות מתמטיות לתמחור אופציות במודלים מוכרים

2 גידור שערי חליפין - עסקאות גידור שערי החליפין שהחברה מבצעת נעשות באמצעות מכשירים פיננסיים מול בנקים בישראל ובחו"ל

נכסי הבסיס לעסקאות אלו הינם שער החליפין היציג למטבעות דולר/שקל שנקבע על ידי בנק ישראל עסקאות גידור שער החליפין דולר שקל נעשות על מנת לגדר את החשיפה התזרימית לשקל כמפורט בסעיף ב'1(5) לעיל

היקף החשיפה השנתי הינו כ- 1,700 מיליוני ש"ח העסקאות לגידור חשיפה זו על פי המדיניות הינן חודשיות כאשר הן תואמות את מועדי ההמרה של דולרים לשקלים לצורך תשלומי שכר וספקים בארץ

העסקאות של החברה בתום שנת 2014 הינן מסוג FORWARD ואו צילינדרים על פיהן החברה מקבעת את שער החליפין לתאריך שבו היא נדרשת לבצע המרת מטבע חישוב השווי ההוגן של עסקאות אלה נקבע על סמך נוסחאות מתמטיות לתמחור נכסים נגזרים במודלים מוכרים

3 גידור הדלק הסילוני - הדס"ל מהווה את המרכיב המהותי ביותר בהוצאות החברה

עסקאות גידור הדלק הסילוני שהחברה מבצעת נעשות באמצעות מסחר במכשירים פיננסיים מול גורמים פיננסיים ובנקים מהמובילים בארץ ובעולם הפועלים בשוק זה

נכסי הבסיס לעסקאות אלה הינם הדס"ל והנפט הגולמי בשווקים השונים המשמשים כבסיס לקביעת מחיר הדס"ל אותו משלמת החברה בפועל ובעיקר מחירי הדס"ל באגן הים התיכון- Jet Aviation FOB Med בנוסף לשוק זה, החברה רוכשת דס"ל ע"פ מחירו בשווקים נוספים שהמרכזיים שבהם Singapore US Gulf Coast West EuropeNorth

הדס"ל מהווה חומר גלם הכרחי לחברה לצורך פעילותה - החברה מחויבת לרכוש את חומר הגלם לצורך הטסת המטוסים ואין כל תחליף או יכולת לתמך בין עלויות חומר גלם זה לחומרי גלם אחרים מחיר הדס"ל הוא תנודתי ביותר

מחיר הדס"ל בשוק נקבע על פי מספר פרמטרים, ביניהם

מחיר הנפט הגולמי, הכולל בתוכו את ציפיות השוק ואת ההיצע והביקוש היצע הנפט ומוצריו מוגבל על ידי גורמים פיזיים ותשתיתיים (רזרבות הנפט, תשתיות הפקה, זיקוק, אחסון, הובלה וכו') וכן על ידי גורמים והשפעות גיאופוליטיות וקרטליות של מפיקי הנפט הגדולים (מדינות אופ"ק)

תנודתיות המחיר - בשל הצמידות בין ההיצע המוגבל לבין הביקוש, כל שינוי, או ציפייה לשינוי, באחד מהגורמים הללו גוררים תנודה גדולה של המחיר (כגון רמת פעילות כלכלית וצמיחה עולמית, מלחמות ואירועי טרור, השבתות ותקלות בבתי זיקוק גדולים בעולם, יחסים בינ"ל וכו')

ביקוש עונתי לתזקי הנפט השונים וביניהם דס"ל (בחורף קיים ביקוש גדול לנפט להסקה, בקיץ קיים ביקוש גדול לבנזין למכוניות כמו כן, עלויות ההובלה משתנות בהתאם לסיכונים העונתיים בהובלה הימית)

עלות הייצור ומגבלות התשתית - מחירי הזיקוק משתנים על פי האילוצים השונים של ענף זיקוק הנפט, תשתיות זיקוק, אחסון והובלה של נפט ומוצריו מוגבלות, עלות פיתוחם גבוהה מאוד והרחבתם אורכת שנים רבות (הקמת בית זיקוק אורכת כ- 5-7 שנים)

בנוסף, המחירים העתידיים לנפט ונגזרותיו (ובניהם דס"ל) מושפעים מאוד גם מעוצמת הביקושים הפיננסיים של גופי השקעות מוסדיים וספקולנטים הכוללים מוצרים אלה בתיקי ההשקעות שלהם

יכולת החיזוי של בתי ההשקעות והאנליסטים השונים מייצגת, לכל היותר, את ההערכה הנוכחית המיידית של ההשפעות המאקרו כלכליות השוררות בעת מתן האומדן זאת ועוד, הערכות אלה מחושבות על פי ניתוחי הכלכליים השונים של כל אנליסט ובית השקעות גם מבנה עקומות הפירוורד אין בהן לבנא והן מייצגות, לכל היותר, את הצפי ואת רמת הסיכון המגולמת בשווקים

על פי מבנה עסקאות הגידור של החברה, במועד ההתחשבות בפועל מול הגוף הפיננסי עמו נכרתו עסקאות הגידור (מועד פקיעת העסקאות), נעשה חישוב של המחיר הקבוע מראש בעסקה (Strike) למול המחיר החודשי הממוצע של נכס הבסיס (אופציות אסימטריות) (המפורסם על ידי חברת Platts חטיבה של McGraw-Hill Companies, המהווה את הגורם הבינ"ל המוסמך והמוביל במתן שירותי מידע על שוק האנרגיה) ומהווה נקודת ייחוס מקובלת בתחום המסחר בנפט ונגזרותיו התשלום או התקבול בגין העסקה נעשה בהתאם למבנה העסקה כפי שנקבע מראש

המכשירים הפיננסיים בהם סוחרת החברה (ובעיקרם אופציות על דס"ל) נסחרים "מעבר לדלפק" (Over - OTC The Counter) בין החברה לבין הגופים הפיננסיים מולם נעשית העסקה, ואינם חוזים הנסחרים ישירות בבורסות השונות

המחיר העתידי לדס"ל, כפי שנסחר במכשירים אלה, נבנה משלושה רכיבים עיקריים: מחיר הנפט הגולמי (Crude), מרווח זיקוק בסיסי (GasOil Crack) והמרווח בינו לבין הדס"ל (Jet Differential)

כל אחד מ-3 רכיבים אלה נסחר בפועל בנפרד (בין המוסדות הפיננסיים והבורקים השונים) ומתומחר בנפרד התמחר של כל אחד מהרכיבים מושפע מגורמים שונים ביניהם, המחיר הנוכחי, משך הזמן, תנודתיות המחיר, ביקוש והיצע, עונתיות, עלויות אחסון, הובלה וכו' ומשפיע באופן שונה על השינוי במחיר הכולל של הדס"ל

תמחר זה נעשה על ידי כל גורם פיננסי באופן שונה בהתאם למודלים ואלגוריתמים אותם פיתח (המבוססים על מודלים כגון בלק אנד שולס, מונטה קרלו ואחרים), ולמול תיק ההשקעות של אותו גורם

בדוח זה אנו מסתמכים על חישובי שווי הוגן שבוצעו על ידי הגורמים הפיננסיים השונים מולם בוצעו העסקאות והועברו אל החברה חישובי שווי אלו מתוקפים גם על ידי בדיקות סבירות שמבצעת החברה באמצעות המודלים והמערכות שברשותה

להלן ניתוח רגישות השווי ההוגן של המכשירים הפיננסיים הרגישים לשינויים שיתכנו בגורמי הסיכון אליהם הם חשופים הניתוחים ניתנים ביחס לשוויים ההוגן של המכשירים הפיננסיים ליום 31 בדצמבר 2014

להלן טבלאות מבחני רגישות למכשירים רגישים לשינויים בגורמי השוק:

(א) רגישות לשינויים בשער החליפין ₪/דולר - באלפי דולר:

רווח (הפסד) מהשינויים		שווי הוגן	רווח (הפסד) מהשינויים		
ירידה ב- 10%	ירידה ב- 5%		עליה ב- 5%	עליה ב- 10%	
3.500	3.695	3.889	4.083	4.278	
ש"ח / \$	ש"ח / \$	ש"ח / \$	ש"ח / \$	ש"ח / \$	
4,326	2,049	38,931	(1,854)	(3,539)	מזומנים ושווי מזומנים
22	10	195	(9)	(18)	מזומנים מיועדים
931	441	8,382	(399)	(762)	פיקדונות לזמן קצר
186	88	1,671	(80)	(152)	פקדונות משועבדים
394	187	3,550	(169)	(323)	לקוחות
1,396	661	12,560	(598)	(1,142)	חייבים ויתרות חובה
111	53	1,002	(48)	(91)	פיקדונות בבנקים לזמן ארוך
7,366	3,489	66,291	(3,157)	(6,027)	סה"כ נכסים פיננסיים
(291)	(138)	(2,623)	125	238	אשראי לזמן קצר וחלויות שוטפות
(3,712)	(1,758)	(33,405)	1,591	3,037	ספקים ונותני שרותים
(110)	(52)	(990)	47	90	זכאים ויתרות זכות - שוטפות
(1,227)	(581)	(11,044)	526	1,004	מכשירים פיננסיים נגזרים
(9)	(4)	(80)	4	7	הלוואות מתאגידים בנקאיים ואחרים
(493)	(234)	(4,437)	211	403	זכאים ויתרות זכות - לא שוטפות
(5,842)	(2,767)	(52,579)	2,504	4,779	סה"כ התחייבויות פיננסיות
1,524	722	13,712	(653)	(1,248)	חשיפה במאזן הצמדה עקב עודף התחייבויות פיננסיות על נכסים פיננסיים

(ב) רגישות גידור שער החליפין ש"ח/דולר

רווח מהשינויים			הפסד מהשינויים		עסקאות FORWARD - יעד להגנה עסקאות לא מכרות כהגנה סה"כ עסקאות גידור שער החליפין
ירידה	ירידה	שווי הוגן	עלייה	עלייה	
ב-10%	ב-5%		ב-5%	ב-10%	
בשער	בשער		בשער	בשער	
החליפין	החליפין	ש"ח/	החליפין	החליפין	
3,500	3,695	3,889	4,083	4,278	
4,303	2,038	(2,912)	(1,844)	(3,521)	
11,289	5,381	(8,131)	(5,448)	(10,898)	
15,592	7,419	(11,043)	(7,292)	(14,419)	

(ג) רגישות לשינויים בשער החליפין יורו/דולר - באלפי דולר:

רווח (הפסד) מהשינויים			רווח (הפסד) מהשינויים		מזומנים ושווי מזומנים לקוחות חייבים ויתרות חובה סה"כ נכסים פיננסיים
ירידה	ירידה	שווי הוגן	עלייה	עלייה	
ב-10%	ב-5%		ב-5%	ב-10%	
יורו / \$	יורו / \$		יורו / \$	יורו / \$	
0.741	0.782	0.823	0.864	0.905	
556	263	5,006	(238)	(455)	
1,090	517	9,814	(467)	(892)	
254	121	2,290	(109)	(208)	
1,900	901	17,110	(814)	(1,555)	
(2,463)	(1,167)	(22,167)	1,056	2,015	
(15)	(7)	(132)	6	12	
(2,478)	(1,174)	(22,299)	1,062	2,027	
(578)	(273)	(5,189)	248	472	

חשיפה במאזן הצמדה עקב עודף
נכסים פיננסיים על התחייבויות
פיננסיות

(ד) רגישות לשינויים במחירי הדס"ל על המלאי (דולר/גלון) - באלפי דולר

הפסד מהשינויים			רווח מהשינויים		מלאי דלק סילוני
ירידה	ירידה	שווי הוגן	עלייה	עלייה	
ב-10%	ב-5%		ב-5%	ב-10%	
\$ / גלון	\$ / גלון		\$ / גלון	\$ / גלון	
1.436	1.515	* 1.595	1.675	1.755	
(578)	(289)	5,778	289	578	

* מחיר דס"ל לפי ממוצע משוקלל נע לתקופה שנסתיימה ביום 31 בדצמבר 2014

ה) רגישות גידור הדס"ל לשינויים במחירי הדס"ל - באלפי דולר:

על פי עקרונות המודל, בוצעה הקבצה של מכשירי גידור הדס"ל המגיבים באופן דומה לגורמי השוק, הואיל ולא נגרם אבדן מידע מהותי, הדרוש לצורך הבנת החשיפה של החברה לסיכונים השוק, כתוצאה מההקבצה. ביום 5 בינואר 2009 חל שינוי של כ-14% במחירי הדס"ל, לפיכך ניתוח הרגישות להלן כולל גם שינוי של 15% במחירי הדס"ל

הפסד מהשינויים				רווח מהשינויים			
ירידה ב-15%	ירידה ב-10%	ירידה ב-5%	שווי הוגן	עלייה ב-5%	עלייה ב-10%	עלייה ב-15%	
1.386	1 467	1 549	* 1.630	1.712	1 793	1.875	
\$/גלון	\$/גלון	\$/גלון	\$/גלון	\$/גלון	\$/גלון	\$/גלון	
(11,283)	(7,523)	(3,761)	(42,144)	3,761	7,523	11,283	עסקאות SWAP - מוכרות כהגנה
(4,543)	(3,008)	(1,492)	(19,930)	1,463	2,894	4,286	עסקאות לא מוכרות כהגנה
(15,826)	(10,531)	(5,253)	(62,074)	5,224	10,417	15,569	סה"כ עסקאות גידור דס"ל

* מחיר הדס"ל באגן הים התיכון ליום 31 בדצמבר 2014, לפיו מחושב השווי ההוגן של עסקאות גידור הדס"ל של החברה

ו) רגישות גידור הריבית לשינויים בשערי הריבית בשוק - באלפי דולר

ביום 16 בדצמבר 2008 חל שינוי של כ-75% בריבית המוניטרית הדולרית, לפיכך ניתוח הרגישות להלן כולל גם שינוי של 75% בשערי הריבית

הפסד מהשינויים				רווח מהשינויים			
ירידה ב-75%	ירידה ב-10%	ירידה ב-5%	שווי הוגן *	עלייה ב-5%	עלייה ב-10%	עלייה ב-75%	
בשיעור הריבית	בשיעור הריבית	בשיעור הריבית		בשיעור הריבית	בשיעור הריבית	בשיעור הריבית	
(54)	(7)	(4)	(216)	4	7	53	עסקאות IRS - יועדו להגנה

* שווי הוגן חושב לפי ריבית ליבור בשוק ליום 31 בדצמבר 2014 ליבור ל-3 חודשים - 0.23%

2. דוח בסיסי הצמדה

להלן דוח בסיסי הצמדה על בסיס מאוחד ליום 31 בדצמבר 2014:

סך הכל	פריטים לא כספיים	במטבע חוץ אחר או בהצמדה אליו	אירו או בהצמדה אליו	במטבע ישראלי ש"ח	בדולר ארה"ב או בהצמדה אליו	
אלפי דולר						
54,681	-	3,519	5,006	38,931	7,225	נכסים שוטפים
195	-	-	-	195	-	מזומנים ושווי מזומנים
8,382	-	-	-	8,382	-	מזומנים מיועדים
39,611	-	-	-	1,671	37,940	פיקדונות לזמן קצר
118,720	-	8,288	9,814	3,550	97,068	פיקדונות משועבדים
19,783	-	3,361	2,290	12,560	1,572	לקוחות
26,465	26,465	-	-	-	-	חייבים ויתרות חובה
20,583	20,583	-	-	-	-	הוצאות מראש
						מלאי
1,002	-	-	-	1,002	-	נכסים לא שוטפים
17,123	17,123	-	-	-	-	פיקדונות בבנקים לזמן ארוך
1,190	-	-	-	-	1,190	השקעות המטופלות לפי שיטת השווי המאזני
1,188,102	1,188,102	-	-	-	-	השקעה בחברה אחרת
9,296	9,296	-	-	-	-	רכוש קבוע, נטו
9,335	9,335	-	-	-	-	נכסים בלתי מוחשיים, נטו
67,152	-	-	-	67,152	-	הוצאות מראש
1,581,620	1,270,904	15,168	17,110	133,443	144,995	נכסים בגין הטבות עובדים
						סה"כ נכסים
(154,648)	-	-	-	(2,623)	(152,025)	התחייבויות שוטפות
(145,900)	-	(7,640)	(22,167)	(33,405)	(82,688)	אשראי לזמן קצר וחלויות שוטפות
(64,060)	-	(1,533)	(132)	(990)	(61,405)	ספקים ונותני שירותים
(10,099)	-	-	-	(8,356)	(1,743)	זכאים ויתרות זכות הפרשות
(73,333)	-	-	-	(11,044)	(62,289)	מכשירים פיננסיים נגזרים
(95,564)	-	(1,553)	(1,557)	(88,654)	(3,800)	התחייבויות בגין הטבות לעובדים
(264,162)	(264,162)	-	-	-	-	הכנסות מראש
(498,862)	-	-	-	(80)	(498,782)	התחייבויות לא שוטפות
(81,015)	-	(7,778)	(669)	(48,839)	(23,729)	הלוואות מתאגידים בנקאיים ואחרים
(6,697)	-	-	-	(4,437)	(2,260)	התחייבויות בגין הטבות לעובדים
(14,704)	(14,704)	-	-	-	-	זכאים ויתרות זכות מסים נדחים
(61,141)	(61,141)	-	-	-	-	הכנסות מראש
(111,435)	(111,435)	-	-	-	-	הון
(1,581,620)	(451,442)	(18,504)	(24,525)	(198,428)	(888,721)	סה"כ התחייבויות והון עצמי
-	819,462	(3,336)	(7,415)	(64,985)	(743,726)	עודף נכסים על התחייבויות (עודף התחייבויות על נכסים)

להלן דוח בסיסי הצמדה על בסיס מאוחד ליום 31 בדצמבר 2013:

סך הכל	פריטים לא כספיים	במטבע	אירו או בהצמדה אליו	במטבע ישראלי ש"ח	בדולר ארה"ב או בהצמדה אליו	
		חוץ אחר או בהצמדה אליו	אלפי דולר			
86,140	-	4,355	4,566	29,344	47,875	נכסים שוטפים
811	-	-	-	811	-	מזומנים ושווי מזומנים
9,341	-	-	-	9,341	-	מזומנים מיועדים
8,050	-	-	-	-	8,050	פיקדונות לזמן קצר
125,144	-	18,847	22,847	2,038	81,412	פיקדונות משועבדים לקוחות
22,144	-	1,517	1,828	11,151	7,648	חייבים ויתרות חובה
12,889	-	-	-	4,834	8,055	מכשירים פיננסיים נגזרים
26,989	26,989	-	-	-	-	הוצאות מראש
23,798	23,798	-	-	-	-	מלאי
1,422	-	-	-	1,422	-	נכסים לא שוטפים
17,660	17,660	-	-	-	-	פיקדונות בבנקים לזמן ארוך
1,228	-	-	-	-	1,228	השקעות המטופלות לפי שיטת השווי המאזני
1,150,831	1,150,831	-	-	-	-	השקעה בחברה אחרת
8,641	8,641	-	-	-	-	רכוש קבוע, נטו
9,644	9,644	-	-	-	-	נכסים בלתי מוחשיים, נטו
62,544	-	-	-	62,544	-	הוצאות מראש
1,567,276	1,237,563	24,719	29,241	121,485	154,268	נכסים בגין הטבות עובדים
						סה"כ נכסים
(164,891)	-	-	-	(5,025)	(159,866)	התחייבויות שוטפות
(126,308)	-	(7,715)	(21,417)	(36,316)	(60,860)	אשראי לזמן קצר וחלויות שוטפות
(54,115)	-	(1,840)	(134)	(6,473)	(45,668)	ספקים ונותני שירותים
(17,005)	-	-	-	(16,174)	(831)	זכאים ויתרות זכות הפרשות
(165)	-	-	-	-	(165)	מכשירים פיננסיים נגזרים
(104,621)	-	(1,195)	(1,534)	(92,969)	(8,923)	התחייבויות בגין הטבות לעובדים
(255,810)	(255,810)	-	-	-	-	הכנסות מראש
(475,911)	-	-	-	(3,104)	(472,807)	התחייבויות לא שוטפות
(77,260)	-	(6,886)	(785)	(56,437)	(13,152)	הלוואות ומתאגידים בנקאיים ואחרים
(826)	-	-	-	-	(826)	התחייבויות בגין הטבות לעובדים
(8,708)	-	-	-	(4,437)	(4,271)	מכשירים פיננסיים נגזרים
(40,084)	(40,084)	-	-	-	-	זכאים ויתרות זכות מסים נדחים
(58,073)	(58,073)	-	-	-	-	הכנסות מראש
(183,499)	(183,499)	-	-	-	-	הון
(1,567,276)	(537,466)	(17,636)	(23,870)	(220,935)	(767,369)	סה"כ התחייבויות והון עצמי
-	700,097	7,083	5,371	(99,450)	(613,101)	עודף נכסים על התחייבויות (עודף התחייבויות על נכסים)

ג. היבטי ממשל תאגידי :

1. תרומות וסיוע לקהילה

חברת אל על מייחסת חשיבות רבה להענקת תרומות וסיוע לנזקקים ולקהילה במסגרת פעילותה, תרמה החברה בשנת 2014 בכסף ובשווה כסף סכום של כ-690 אלפי דולר

במהלך שנת 2014 המשיכה אל על במסורת העשייה ארוכת השנים למען הקהילה ואף הגדילה אותה במהלך ולאחר מבצע "צוק איתן" בנוסף, פירסמה חברת אל על במהלך 2014 את דוח האחריות התאגידית שלה לשנים 2012/13

הפעילות המשיכה בעיקרה להתמקד בנושאים הבאים

1 פעולה התנדבותית של אנשי אל על למען אוכלוסיות שונות ובהן ניצולי שואה עריריים, ילדים בסיכוי, ילדים של החינוך המיוחד, אנשים עם מוגבלויות וחולים, וכמו כן, התנדבות של אנשי החברה בפרויקטים חינוכיים כגון יחד מורים ויזמים צעירים

2 כמו כן מתקיימת פעילות התנדבותית בהסברת ישראל בחו"ל על ידי אנשי צוות אויר, טייסים ודיילים, בעת שהותם בחו"ל וזאת במסגרת פרויקט שגרירים שמתקיים בהצלחה רבה בשיתוף משרד החוץ, הסוכנות היהודית וארגון STAND WITH US

3 תמיכה, כספית או שוות כסף למען הקהילה

א על ידי ההנהלה - במסגרת ועדת תרומות, החברה תורמת סכומי כסף ובנוסף סיוע של שווה כסף דוגמת עשרות ארוחות חמות מדי יום, כרטיסי טיסה ללא תמורה והובלת מטען מיוחד ללא תמורה

ב בנוסף, תרמה החברה לעמותות המסייעות לאנשים עם מוגבלויות (אקי"ם, אתגרים, פתחון לב, עמותת גדולים מהחיים, האגודה לסוכרת נעורים בישראל) אל על מאמצת את חיילי גדוד 202 בצה"ל במסגרת מבצע "אמץ לוחם" במסגרת מועדון GLOBALLY אל על מעבירה נקודות לצורך רכישת כרטיסי טיסה לעמותות משאלת לב לצורך מימוש משאלות של ילדים חולי סרטן, לאגודה למען החייל על מנת לסייע לחיילים בודדים, לבקר את משפחותיהם בחו"ל ולפרויקט תגלית על מנת להביא צעירים יהודיים לארץ

ג על ידי העובדים עצמם - אם בכסף או בשווה כסף (מוצרי חשמל ביתיים, בגדים, ספרים, משחקים וכד') לגני ילדים של החינוך המיוחד, למעונות לילדים בסיכוי ועוד

ד בשנת הדוח תרמה החברה כרטיסי טיסה להבאתם לישראל של הורים לחיילים בודדים שנלחמו במבצע "צוק איתן" והטיסה ילדים מאזור העימות לחופשת רענון בחו"ל, בשיתוף עם הקהילות היהודיות שארחו אותם

2. דירקטורים בעלי מיומנות חשבונאית ופיננסית

חברי הדירקטוריון אותם ראה הדירקטוריון כבעלי מומחיות חשבונאית ופיננסית בשנת הדוח לאור הערכת השכלתם, ניסיונם, כישוריהם וידענותיהם של חברי הדירקטוריון בנושאים עסקיים-חשבונאיים ודוחות כספיים הינם פרופ' יהושע (שוקי) שמר, מר פנחס גינזבורג, גברת רות דהן (פורטנוי), מר נדב פלטי ומר יאיר רבינוביץ' לפרטים ראה תקנה 26 לחלק ד' (פרטים נוספים אודות התאגיד) לדוח התקופתי 'יצוין כי החל מיום 6 במרץ 2014, מר נדב פלטי אינו מכהן עוד כדירקטור בדירקטוריון החברה והחל מיום 2 בדצמבר 2014 מר יאיר רבינוביץ' אינו מכהן עוד כדירקטור חיצוני בדירקטוריון החברה כן 'יצוין, כי לאחר מועד הדוח ביום 18 בפברואר 2015 החל לכהן כדירקטור חיצוני בדירקטוריון החברה מר אייל חיימובסקי, אשר הוערך על ידי הדירקטוריון כבעל מומחיות חשבונאית ופיננסית למידע בדבר ניסיונם והשכלתם של הדירקטורים האמורים ראה תקנה 26 בחלק ד' לדוח תקופתי זה

דירקטוריון החברה קבע כי המספר המזערי של דירקטורים בעלי מומחיות חשבונאית ופיננסית הראוי לחברה הינו שלוש ממספר הדירקטורים המכהנים בכל עת בדירקטוריון החברה וזאת בהתחשב באופי הסוגיות החשבונאיות

וסוגיות הבקרה החשבונאית המתעוררות בהכנת דוחותיה הכספיים של החברה לאור תחומי פעילותה ולסדר הגודל והמורכבות של החברה, וכן בהתחשב בהרכב דירקטוריון החברה בכללותו הכולל דירקטורים בעלי ניסיון עסקי, ניהולי ומקצועי בתקופת הדוח מספר הדירקטורים בעלי מומחיות חשבונאית ופיננסית לא היה נמוך מהמספר המזערי

ג3. גילוי בדבר דירקטורים בלתי תלויים

החברה לא אימצה בתקנונה את ההוראה בדבר שיעור הדירקטורים הבלתי תלויים, בהתאם לסעיף 219 (א) לחוק החברות, התשנ"ט-1999 במועד אישור הדוחות, מספר הדירקטורים הבלתי תלויים, כפי שהוגדרו על ידי החברה, עומד על 3 מתוך 9

ג4. גילוי בדבר מבקר פנימי בתאגיד מדווח

1. פרטי המבקר הפנימי ועמידה בתנאים

- 1 1 שם המבקר גיל כר
- 1 2 תחילת כהונתו 1 ביוני 2009
- 1 3 כישוריו לתפקיד רואה חשבון, בוגר חשבונאות ומינהל עסקים ומוסמך במינהל ציבורי וביקורת פנים (בהצטיינות) מחזיק בתעודות CIA (מבקר פנים מוסמך - ארה"ב), (CRISC) מוסמך בסיכונים ובקורות מערכות מידע) בעל כשמונה עשרה שנות ניסיון בביקורת פנים, ביקורת דוחות כספיים, ניהול סיכונים וייעוץ עד למינויו היה מר כר שותף במשרד רו"ח קוסט פורר גבאי את קסירר Ernst & Young והיה אחראי על תחום הביקורת הפנימית וניהול הסיכונים במסגרת זו שימש כמבקר הפנים של חברות וארגונים שונים בנוסף משמש כמרצה מהמניין במסלול האקדמי של המכללה למינהל בנושאים של תקצוב ובקרה, בקריה האקדמית אונו בתחום הביקורת הפנימית וחבר וועדת ביקורת באילן
- המבקר הפנימי עומד בכל דרישות ההתאמה הקבועות בסעיף 3(א) לחוק הביקורת הפנימית, התשנ"ב-1992
- המבקר הפנימי עומד בהוראות סעיף 146(ב) לחוק החברות, התשנ"ט - 1999 ובהוראות סעיף 8 לחוק הביקורת הפנימית, התשנ"ב-1992
- 1 4 בשנת הדיווח אין למבקר הפנימי החזקות בניירות ערך של החברה או החזקות בגוף אחר הקשור אליה
- 1 5 החל ממועד מינויו, למבקר הפנימי אין ולא היו קשרים עסקיים כלשהם עם התאגיד המבוקר או עם גוף הקשור אליו, למעט היותו מבקר הפנים של חברות בנות של החברה
- 1 6 המבקר הפנימי מועסק בחברה כעובד החברה במשרה מלאה

2. דרך המינוי של המבקר הפנימי

- 2 1 מינוי מבקר הפנימי אושר על ידי וועדת הביקורת בישיבתה מיום 21 באפריל 2009 ועל ידי דירקטוריון החברה בישיבתו מיום 30 באפריל 2009 ולאחר שקילת השכלתו, כישוריו וניסיונו של המבקר בביקורת פנימית ובניהול סיכונים בתאגידים בהיקפים מהותיים
- 2 2 על המבקר הוטלו חובות והוענקו סמכויות בהתאם לנוהל הביקורת הפנימית של החברה, שהוראותיו מבוססות על חוקי מדינת ישראל במסגרת זו, הוטלה על המבקר הפנימי החובה להציע תוכנית עבודה, לבצע בהתאם לתוכנית ביקורות בחברה ולהפיץ בכתב דוחות הכוללים ממצאים, מסקנות והמלצות

3. זהות הממונה על המבקר הפנימי

המבקר הפנימי כפוף בחברה ליו"ר הדירקטוריון ולמנכ"ל החברה, בהתאם לאמור בתקנון החברה

4. תוכנית העבודה

- 4 1 תוכנית עבודתו של המבקר הפנימי היא שנתית
- 4 2 תוכנית עבודתו של המבקר הפנימי נקבעת על בסיס השיקולים הבאים
 - 4 2 1 הסיכון הגלום בנושא על פעילויות החברה ורווחיותה
 - 4 2 2 השפעת הנזק על בטיחות וביטחון הנוסעים, העובדים וכלי הטיס רווחיות החברה, השרות לנוסע ורגולציה
 - 4 2 3 קיום בקורות הולמות, ישימות ויעילות בתחום המבוקר
 - 4 2 4 הצעות סמנכ"לים וראשי אגפים
 - 4 2 5 ממצאי ביקורות קודמות וקצב יישום המלצות שהוגשו
 - 4 2 6 הצורך במעקב לקיום הליך ביקורת תקין
- 4 3 בקביעת תוכנית העבודה, מעורבים יו"ר דירקטוריון החברה, חברי ועדת הביקורת ומנכ"ל החברה
- 4 4 את הצעת תוכנית העבודה מקבלים מדי שנה יו"ר הדירקטוריון, חברי ועדת הביקורת של הדירקטוריון ומנכ"ל החברה כולם מאשרים את ההצעה בהתאם לסעיף 149 לחוק החברות, התשנ"ט – 1999
- 4 5 תוכנית העבודה מותירה בידי המבקר הפנימי שיקול דעת לסטות מהתוכנית
- 4 6 מבקר החברה נוכח בדיוני הדירקטוריון בהם מאושרות עסקאות מהותיות

5. ביקורת בחו"ל או של תאגידים מוחזקים

מבקר החברה מכהן גם כמבקר הפנימי של כל החברות הפעילות המאוחדות ולפיכך תוכנית עבודתו מביאה בחשבון חברות אלה תוכנית עבודתו של המבקר הפנימי כוללת גם ביצוע בדיקות של פעילות החברה בחו"ל

6. הטיפול בתלונות בקשר לליקויים בניהול עסקי החברה

מבקר החברה מונה לרכז ולהציג בפני וועדת הביקורת את אופן הטיפול בתלונות של עובדי החברה בקשר לליקויים בניהול עסקיה במסגרת זו, נוסד מנגנון מסודר בחברה לטיפול בנושאים אלה הנושא נבדק ומבוקר באופן שוטף

7. היקף העסקה

- 7 1 המבקר הפנימי מועסק בחברה במשרה מלאה ואליו כפופים שבעה מבקרים פנימיים במשרה מלאה וחלקית
 - 7 2 בשנת 2014 הושקעו כ-15,375 שעות עבודת ביקורת בחברה ובחברות הבנות בארץ ובחו"ל, כמפורט להלן
- היקף ההעסקה נקבע בהתאם לתוכנית עבודת הביקורת, אשר נקבעה בהתאם להיקפן ומורכבותן של פעילויות החברה השונות

שעות עבודה בגין פעילות החברה בארץ	שעות עבודה בגין פעילות החברה בחו"ל**	שעות עבודה בגין תאגידים מוחזקים**	סה"כ
10,435	3,840	1,100	15,375

* כ- 70 % משעות העבודה אודות פעילות החברה בחו"ל בוצעו בישראל

** בוצעו ביקורות ב- 3 חברות בנות (לרבות חברה המוחזקת בחו"ל)

8. עריכת הביקורת

- 8 1 המבקר הפנימי בחברה מבצע את עבודתו בהתאם לחוק החברות, התשנ"ט - 1999, בהתאם לחוק הביקורת הפנימית, התשנ"ב - 1992 ועל פי תקנים מקצועיים מקובלים
- 8 2 יו"ר הדירקטוריון ויו"ר וועדת הביקורת מקיימים מדי חודש דיון עם המבקר הפנימי אודות עבודתו ואודות התקנים המקצועיים אשר על פי הם עובד המבקר
- 8 3 ועדת הביקורת מקיימת ישיבות ובהן היא דנה בעבודתו של המבקר הפנימי ובתקני הביקורת
- 8 4 טרם אישור הצעת תוכנית הביקורת השנתית, דן יו"ר הדירקטוריון ויו"ר וועדת הביקורת עם המבקר הפנימי אודות התקנים אשר על פיהם גובשה הצעת תוכנית העבודה ואחר כך דנה ועדת הביקורת בהצעת תוכנית עבודת הביקורת השנתית ובתקנים שעל-פיהם גובשה ההצעה ומאשרת אותה
- 8 5 כמו כן, בשנת הדוח התקיים דיון בוועדת הביקורת, בנוכחות המבקר הפנימי ובלא נוכחות של נושאי משרה בחברה שאינם חברי הוועדה, לבחינת קיום ליקויים בניהול העסקי של התאגיד

9. גישה למידע

למבקר הפנימי יש גישה חופשית, מתמדת ובלתי אמצעית לכל מסמך ומידע שברשות החברה וחברות הבנות שלה, בארץ ומחוץ לישראל, או ברשות אחד מעובדיה, וכן גישה לכל מאגר מידע רגיל או ממוחשב, לכל בסיס נתונים ולכל מערכות עיבוד נתונים אוטומטי בחברה, לרבות לנתונים כספיים, כאמור בסעיף 9 לחוק הביקורת הפנימית, התשנ"ב-1992

10. דין וחשבון של המבקר הפנימי

- 10 1 דוחות המבקר הפנימי מוגשים בכתב
- 10 2 בשנת 2014 הפיק המבקר הפנימי 34 דוחות ביקורת דוחות הביקורת הוגשו ליו"ר הדירקטוריון, לחברי ועדת הביקורת של הדירקטוריון ולמנכ"ל החברה
- 10 3 בשנת 2014 התכנסה ועדת הביקורת 14 פעמים לדיון בדוחות המבקר הפנימי, במועדים הבאים
1 1 2014, 20 1 2014, 26 1 2014, 17 2 2014, 12 3 2014, 28 4 2014, 18 6 2014, 16 7 2014,
24 12 2014, 20 11 2014, 27 10 2014, 15 9 2014, 10 8 2014, 22 7 2014

11. הערכת הדירקטוריון את פעילות המבקר הפנימי

לדעת הדירקטוריון, היקף, אופי ורציפות פעילות המבקר הפנימי ותוכנית עבודתו, הינם סבירים בנסיבות העניין, ויש בהם כדי להגשים את מטרות הביקורת הפנימית בתאגיד, שכן הם מתייחסים לכל הפעילויות המהותיות והמרכזיות של החברה

12. תגמול

12 1 תגמול המבקר הפנימי מבוסס על שכר ותנאים נלווים (לרבות אפשרות למענק על פי מדיניות התגמול של החברה) כמקובל לקבוצת ההנהלה הבכירה ובהתאם למדיניות החברה סך התגמול לשנת 2014 הינו ₪ 997,262

12 2 לדעת דירקטוריון החברה, היקף התגמול שניתן למבקר הפנימי ומרכיביו אינם פוגעים ביכולתו של המבקר הפנימי להפעיל שיקול דעת עצמאי בביצוע מטלותיו, בין השאר לאור העובדה כי עבודת הביקורת מתבצעת באמצעות מחלקת ביקורת פנים הכוללת מספר מבקרים פנימיים

5. גילוי בדבר שכר רואה חשבון מבקר

להלן הוצאות שכר הטרחה של החברה לרואי החשבון בריטמן אלמגור זהר ושות' בגין ביקורת ושרותי מס ושירותים נוספים שניתנו על ידם

ביקורת ושירותי מס		
שעות	אלפי \$	
שנת 2014	8,723	462
שנת 2013	8,004	413

הגידול בשעות ביקורת ושרותי מס בשנת 2014 ביחס לשנת 2013 נובע בעיקר מהרחבת הביקורת בנציגויות בעקבות הטמעת מערכת SAP

שכר הטרחה אושר ע"י דירקטוריון החברה והינו סביר ומקובל בהתאם לאופי החברה והיקפי הפעילות שלה

6. גילוי בדוח הדירקטוריון בדבר הליך אישור הדוחות הכספיים

הגוף המופקד על בקרת העל בחברה בקשר עם אישור הדוחות הכספיים הוא דירקטוריון החברה

במסגרת דירקטוריון החברה פועלות מספר ועדות ובהן ועדת ביקורת, ועדה לניהול סיכונים שוק, ועדת כח אדם, ועדת כספים ותקציב, ועדת מאזן, ועדת ביטחון, ועדת ממשל תאגידי, ועדה אקזקטיבית, ועדת תגמול וכן ועדת קשרי ממשל ורגולציה

במועד אישור הדוחות הכספיים, כיהנו בוועדת המאזן (הועדה לבחינת דוחות כספיים) ארבעה חברים (מתוכם רוב בלתי תלוי) כדלקמן פרופ' יהושע (שוקי) שמר, יו"ר הועדה, גב' רות דהן (פורטני), מר פנחס גינזבורג ומר אייל חיימובסקי. לפרטים אודות ניסיונם והשכלתם של הדירקטורים האמורים ראה תקנה 26 לחלק ד' (פרטים נוספים אודות התאגיד) לדוח התקופתי

ועדת המאזן מתכנסת לדיון נרחב ומעמיק בטיטוט הדוחות הכספיים בנוכחות רואה החשבון המבקר המנכ"ל וסמנכ"ל הכספים מציגים בפני חברי הועדה בפירוט רב את הדוחות הכספיים לרבות ניתוחים כלכליים מפורטים אודות ביצועי החברה בתקופת הדיווח

ועדת המאזן בוחנת את הסוגיות המהותיות בדיווח הכספי ומגבשת המלצה לדירקטוריון החברה בנוגע, בין היתר, לעניינים הבאים (א) הערכות ואומדנים שנעשו במסגרת הדוחות הכספיים, (ב) הבקורות הפנימיות הקשורות בדיווח הכספי, (ג) שלמות ונאותות הגילוי בדוחות הכספיים, (ד) המדיניות החשבונאית שאומצה והטיפול החשבונאי שיושם בעניינים מהותיים של הקבוצה, (ה) הערכות שווי, לרבות ההנחות והאומדנים שבבסיסן, שעליהן נסמכים נתונים בדוחות הכספיים הועדה בוחנת גם היבטים שונים של בקרה וניהול סיכונים, הן כאלה המשתקפים בדוחות הכספיים והן כאלה המשפיעים על מהימנותם של הדוחות הכספיים

כאשר עומדות על הפרק סוגיות מורכבות או מהותיות, מתקיימים דיונים מיוחדים של ועדת המאזן לנושאים שעל הפרק בהשתתפות רואה החשבון המבקר

דירקטוריון החברה הוא הארגון אשר דן בדוחות הכספיים ומאשר אותם, לאחר שחברי הדירקטוריון מקבלים לידיהם את טיוטת הדוחות הכספיים והמלצות הועדת לבחינת הדוחות הכספיים לפחות שני ימי עסקים לפני הישיבה

במהלך ישיבת הדירקטוריון בה נדונים ומאושרים הדוחות הכספיים סוקרת סמנכ"ל הכספים של החברה, באופן מפורט, את עיקרי הדוחות הכספיים ואת המדיניות החשבונאית של החברה בנוסף, סוקר מנכ"ל החברה את פעילותה השוטפת של החברה והשפעת פעילות זו על הדוחות הכספיים של החברה ומדגיש סוגיות מהותיות

בישיבת הדירקטוריון בה נדונים ומאושרים הדוחות הכספיים מוזמנים ונוכחים נציגים של רואה החשבון המבקר של החברה והם נוהגים להוסיף הבהרות, הערות והארות לדוחות הכספיים ולעמוד לרשות חברי הדירקטוריון בשאלות והבהרות בקשר לדוחות טרם אישורם לבסוף, יו"ר הועדה לבחינת הדוחות הכספיים (ועדת מאזן) סוקר את עיקרי המלצות הועדה

לצורך גיבוש המלצות לדירקטוריון, התכנסה ועדת המאזן ביום 22 במרץ 2015 בישיבה האמורה השתתפו חברי הועדה פרופ' יהושע שמר (יו"ר), גב' רות דהן (פורטני), מר פנחס גינזבורג, ומר אייל חיימובסקי כמו כן, השתתפו בישיבה גם מנכ"ל החברה, מר דוד מימון, סמנכ"ל הכספים, גב' דגנית פלטי, היועץ המשפטי ומזכיר החברה, עו"ד עומר שלו, ונציגי רואה החשבון המבקר

ועדת המאזן קיימה דיון אודות הדוחות הכספיים שהוצגו בפניה, לרבות הפניית שאלות לחברי ההנהלה הנוכחים ולרואה החשבון המבקר כמו כן התבקש רואה החשבון המבקר להציג בפני חברי הועדה, את הערותיו, לרבות המדיניות החשבונאית שיושמה ואירועים מיוחדים שעלו במהלך סקירת הדוחות הכספיים

להלן פירוט התהליכים אשר ננקטו טרם אישור הדוחות הכספיים ליום 31 בדצמבר 2014

- (א) טיוטת הדוחות הכספיים נשלחה לעיונם של חברי הועדה ויתר חברי הדירקטוריון ביום 18 במרץ 2015
- (ב) חברי הועדה מוזמנים לפנות בכל עת לסמנכ"ל הכספים של החברה בכל שאלה או הבהרה הנדרשת, טרם התכנסות הישיבה
- (ג) במהלך ישיבת הועדה נסקרו על ידי סמנכ"ל הכספים התוצאות הכספיות של החברה והוצגו השוואות בין התקופה המדווחת לתקופות מקבילות ולתכנית העבודה
- (ד) במסגרת ישיבתה, בחנה הועדה את ההערכות והאומדנים שנעשו בקשר עם הדוח לרבעון המדווח, את שלמות ונאותות הגילוי בדוח הכספי לרבעון המדווח, את המדיניות החשבונאית שאומצה והטיפול החשבונאי שיושם בעניינים המהותיים של החברה
- (ה) הועדה דנה באפקטיביות הבקרה הפנימית על הדיווח הכספי ועל הגילוי בחברה בפני הועדה הובאו הפעולות שנקטה החברה בכדי לוודא כי דוחותיה ערוכים כדן
- (ו) בתום הדיון ולאחר שהובהר כי הדוחות הכספיים משקפים בצורה נאותה את מצב עסקיה ותוצאות פעילותה של החברה המליצה הועדה לדירקטוריון לאשר את הדוחות הכספיים
- (ז) המלצות הועדה הועברו בכתב לחברי הדירקטוריון ביום 22 במרץ 2015 דירקטוריון החברה בדעה כי לאור היקף ומורכבות ההמלצות והזמן שנקבע כסביר על-ידי הדירקטוריון להעברת טיוטת הדוחות הכספיים והמלצות כאמור לעיל, הן הועברו לעיון הדירקטורים זמן סביר לפני הדיון בדירקטוריון
- (ח) ביום 24 במרץ 2015 התקיים דיון בדירקטוריון החברה בדבר המלצות הועדה לבחינת הדוחות הכספיים בסיום ישיבת הדירקטוריון, אושרו פה אחד הדוחות הכספיים ליום 31 בדצמבר 2014, כשהם ערוכים על בסיס כללי ה-IFRS בישיבת הדירקטוריון בה אושרו הדוחות הכספיים, השתתפו חברי הדירקטוריון ה"ה עמיקם כהן, תמר מוזס בורוביץ, פרופ' יהושע שמר, פנחס גינזבורג, שלמה חנאל, סופיה קימרינג, רות דהן פורטני ואייל חיימובסקי

7.7. תגמולים לבעלי עניין ולנושאי משרה בכירה

ביום 8 בינואר 2014 אישרה אסיפה כללית מיוחדת של בעלי המניות של החברה את מדיניות תגמול נושאי משרה של החברה (להלן "מדיניות התגמול") וכן את תיקון הסכם שירותי הניהול של יו"ר דירקטוריון החברה, מר עמיקם כהן כמפורט בדוח זימון אסיפת בעלי מניות של החברה שפרסמה החברה ביום 2 בדצמבר 2013 ובדוח תיקון זימון אסיפה שפרסמה החברה ביום 30 בדצמבר 2013.

ביום 8 באפריל 2014 אישרה אסיפה כללית מיוחדת של בעלי המניות של החברה את תנאי הכהונה והעסקה של מר דוד מימון כמנכ"ל החברה.

לפירוט התגמולים אשר ניתנו לנושאי משרה בכירה בחברה בהתאם להסכמים בינם לבין החברה, ראה תקנה 21 לפרק ד' לדוח תקופתי זה.

במועד אישורם, השיקולים שהדריכו את דירקטוריון החברה בקביעת תשלומי השכר לנושאי המשרה בחברה כאמור, נעשו לאחר בחינה של תרומתם לפיתוח עסקיה של החברה, בהתחשב בהיקף מתן השירותים הנדרשים לחברה בפרט נוכח הצורך הקיים לפתח את עסקיה, וכן בהתחשב בידע, הניסיון והכישורים שיש לנושאי המשרה הנ"ל בתחומי פעילותה של החברה, במצב עסקיה ובתוצאותיה הכספיות, וכן בתשלום הניתן לנושאי משרה בתפקידים מקבילים בחברות בעלות מאפיינים דומים למאפייני החברה.

במסגרת הליך אישור הדוח התקופתי לשנת 2014 נערך דיון בדירקטוריון החברה בתנאי ההעסקה והכהונה של כל אחד מנושאי המשרה, המפורטים בתקנה 21 לתקנות ניירות ערך (דוחות תקופתיים ומיידיים), התש"ל-1970 ("תקנות הדיווח") הדירקטוריון בחן האם סכומי התגמולים כאמור תואמים את מדיניות התגמול לצורך הדיון, הובאו בפני הדירקטוריון הנתונים הרלוונטיים ביחס לכל אחד מנושאי המשרה בחברה, כנדרש בהתאם לתקנה 21 לתקנות הדיווח ובהתאם לחלקים ב' ו- ג' לתוספת השישית לתקנות הדיווח.

לאחר ביצוע הבחינה כאמור, מצא הדירקטוריון כי התגמול שניתן לכל אחד מנושאי המשרה כאמור הינו בהתאם למדיניות התגמול.

8.8. תכנית אכיפה פנימית

בחודש דצמבר 2011, אישר דירקטוריון החברה, לאחר קבלת המלצת ועדת ממשל תאגדי, את עיקרי תכנית האכיפה הפנימית בתחום דיני ניירות ערך ודיני תאגידים (להלן "תכנית האכיפה הפנימית").

תכנית האכיפה הפנימית מבטאת את הכרת החברה בחשיבות הציות לחוק על ידי עובדי החברה, מנהליה, חברי הדירקטוריון שלה ונותני שירותים רלוונטיים ומרכזת את מדיניות החברה בנושא מניעת הפרות והטיפול בהן, לרבות מדיניות להערכת נזקיהן של הפרות חוק ומניעת הישנותן.

מטרתה של תכנית האכיפה הפנימית הינה להטמיע ולאכוף נורמות של שמירת הדין, כללי אתיקה וכללי התנהגות אחרים בקרב החברה, נושאי המשרה בה ועובדיה ולפיכך לוודא ציות של החברה ושל יחידים בה להוראות דיני ניירות ערך.

תכנית האכיפה כוללת אמצעים לזיהוי פנימי של הפרות וכשלים פוטנציאליים, אשר תפקידם בין היתר לאתר כשלים ולתקנם, לייעל תהליכי דיווח, לזהות ולטפל במקרים של ניגוד עניינים, למנוע דליפת מידע פנים מחוץ לחברה ולמנוע השפעה אסורה על מסחר במניות החברה יובהר, כי תכנית אכיפה פנימית יעילה עשויה להוות כלי בידי המנכ"ל והדירקטוריון במסגרת ביצוע חובת הפיקוח המוטלת עליהם וכן עשויה להיזקק לזכות החברה בקרות הפרה כלשהי בדיני ניירות ערך.

תכנית האכיפה הפנימית שאומצה על ידי החברה כוללת מתווה לפעולות מערך האכיפה הפנימית בחברה ונהלים מרכזיים לרבות נהל עבודת הדירקטוריון, נהל הגדרת תפקידים וסמכויות ועדת הביקורת, נהל עסקאות עם צדדים קשורים, נהל ניגוד עניינים לדירקטורים, נהל תגמול נושאי משרה, נהל דיווחים (לא כספיים), נהל מידע פנים, וכן נהל מסירת מידע לתקשורת ולשוק ההון.

דירקטוריון החברה אישר ואימץ את תכנית האכיפה הפנימית ונהליה המרכזיים וכן, לפי המלצת המנכ"ל, מינה את היועץ המשפטי ומזכיר החברה, עו"ד עומר שלו, כממונה על האכיפה הפנימית בחברה (להלן "הממונה")

במהלך שנת 2014 המשיך הממונה בביצוע פעולות שונות במסגרת הטמעת תכנית האכיפה בקרב עובדים ומנהלים בחברה ובכלל זה ניתנו הדרכות בנושא אכיפה פנימית על ידי הממונה לעובדים ומנהלים בחברה, בחברות הבנות וכן לגופים המעניקים שירותים לחברה ונערכו ביקורות יזומות לבחינת יישום נהלי האכיפה

הממונה נהג להעביר לחברי ועדת ממשל תאגידי במסגרת דוח הממונה על האכיפה, תיאור של הפעולות שננקטו במהלך תקופת הדיווח במסגרת יישום והטמעת תוכנית האכיפה, סקירה של אירועי ציות והאמצעים שננקטו לטיפול באירועים כאמור ולמניעת הישנות מקרים דומים בעתיד וכן קובץ עדכונים לגבי תיקוני חקיקה, הנחיות רשות ניירות ערך והחלטות מהותיות שהתקבלו במסגרת הליכים משפטיים בתחום דיני ניירות ערך ודיני תאגידים

כמו כן, בחודש ספטמבר 2014 אישר דירקטוריון החברה תוכנית אכיפה פנימית בתחום ההגבלים העסקיים, אשר כוללת מתווה לפעולת מערך האכיפה הפנימית בחברה ונהלים מרכזיים בתחומי פעילותה של החברה יישום ואימוץ תוכנית אכיפה אפקטיבית תורם להגברת המודעות בקרב עובדים ומנהלים לדרישות חוק ההגבלים העסקיים ולמדיניות האכיפה של רשות ההגבלים העסקיים ובהתאם להקטנת החשיפה לתביעות כנגד החברה, עובדים ומנהלים, וכן מהווה מסגרת לשיתוף פעולה פורה בין רשות ההגבלים העסקיים לבין החברה בנוסף, יישום אפקטיבי של תוכנית האכיפה יעמוד לזכותם של נושאי המשרה במקרה של הטלת אחריות פלילית ובלבד והוכח כי העבירה נעברה שלא בידיעת נושא המשרה המואשם וכי ננקטו על ידי החברה כל האמצעים הסבירים להבטחת שמירתו של חוק ההגבלים

דירקטוריון החברה מינה את עו"ד עומר שלו, היועץ המשפטי ומזכיר החברה והממונה על תוכנית האכיפה בתחום דיני ניירות ודיני תאגידים לממונה על האכיפה הפנימית בתחום ההגבלים העסקיים במסגרת הטמעת תוכנית האכיפה בתום ההגבלים העסקיים, החל הממונה בשנת 2015 בביצוע הדרכות לעובדים ומנהלים בחברה

ד. הוראות גילוי בקשר עם הדיווח הפיננסי של התאגיד :

1. אירועים לאחר תאריך הדוח על המצב הכספי

לענין אירועים לאחר תאריך הדוח, ראה ביאור 37 לדוחות הכספיים ליום 31 בדצמבר 2014

2. גילוי בדבר אומדנים חשבונאיים קריטיים

יישום כללי החשבונאות על ידי ההנהלה בעת עריכת הדוחות הכספיים כרוך לעיתים בהנחות, בהערכות ובאומדנים שונים המשפיעים על סכומי הרכוש וההתחייבויות ועל התוצאות העסקיות המדווחות במסגרת הדוחות הכספיים חלק מן ההנחות, ההערכות והאומדנים הינם קריטיים למצב הכספי או לתוצאות הפעולות המשתקפים בדוחות הכספיים של הקבוצה, וזאת עקב מהותיות הנושא, מורכבות החישובים או מידת ההיתכנות של התממשות נושאים הנמצאים בחוסר ודאות לפרוט אומדנים חשבונאיים מהותיים בהם עושה החברה שימוש, ראה ביאור 4 לדוחות הכספיים ליום 31 בדצמבר 2014

3. הנושאים שאליהם מפנים רואי החשבון של החברה את תשומת הלב בחוות דעתם על הדוחות הכספיים

לאמור בביאור 1 ג' לדוחות הכספיים בדבר הערכת הנהלת החברה כי הרחבתו של הסכם "שמייס פתוחים" בשנת 2015 ישפיע לרעה על מצבה הכספי ותוצאות פעילותה של החברה, זאת עקב ההחרפה הנוספת בתחרות הפעולות אותן מבצעת הנהלת החברה על מנת להתמודד עם מצב עסקי, כוללות בעיקר תזרים חיובי הנובע מפעילותה השוטפת של החברה, בהתבסס על תוכנית העבודה של החברה לשנת 2015, שאושרה על ידי הדירקטוריון, ואשר מושפע לטובה מירידה במחיר הדס"ל והתחזקות הדולר, החלטת הממשלה להגדיל את השתתפותה של המדינה בהוצאות הביטחון של חברות התעופה הישראליות, והפעלת מותג התעופה החדש UP להערכת הנהלת החברה והדירקטוריון שלה, על אף השלכות לרעה של התחרות והקטון המהותי בהכנסות החברה בשנת 2014, אשר למיטב הבנת הנהלתה של החברה ניתן לייחסו למבצע "צוק איתן", הפעולות האמורות לעיל יאפשרו לחברה לעמוד בהתחייבויותיה בעתיד הנראה לעין וכן לאמור בביאורים 24 ג' ו-37 לדוחות הכספיים בדבר החשיפה לאישור תובענות ייצוגיות כנגד החברה וחשיפה של החברה לתובענות ייצוגיות אלו

ה. מידע נוסף :

גילוי בדבר שינויים בסביבה הכלכלית, השלכות המשבר בשוקי ההון וסיכוני שוק ואירועים מיוחדים

1 שוק התעופה הבינלאומי מושפע מהמצב הביטחוני, הפוליטי, מאירועים מיוחדים, כגון התפרצות מגפות ואסונות טבע בעולם בכלל ובאזורים ספציפיים בפרט, וכן מן המצב הכלכלי בארץ ובעולם לעניין השפעת מבצע "צוק איתן" ראה דגשים עיקריים לשנת 2014 בדוח זה

להלן השינויים שחלו במחירי הדס"ל, שערי הריבית ושער החליפין של השקל מתום הרבעון ועד למועד הסמוך לפרסום הדו"ח הכספי ליום 31 בדצמבר 2014 :

2 נכון למועד הדוח, מחיר השוק של הדס"ל (לפני אגרות ומרווחי ספקים) המשוקלל בהתאם לשווקים בהם רוכשת החברה דס"ל, היה 3 165 סנט לגלון ואילו נכון למועד הסמוך לאישור הדוח מחיר זה הינו כ-8 159 סנט לגלון, ירידה של כ-5% 3, יש לציין כי ההוצאה עבור הדס"ל מהווה כ-34% בקרוב ממחזור ההכנסות של החברה, ולפיכך לשינויים במחיר עשויה להיות השפעה מהותית על תוצאותיה הכספיות במקביל, ערך השווי ההוגן של מכשירי גידור הדס"ל יקבע בהתאם לשינויי המחירים שהתרחשו מאז תום הרבעון המדווח וכן מסיום ההתחשבנות בגין חלק מהעסקאות נכון ליום 31 בדצמבר 2014 היו לחברה התקשרויות, לצורך גידור מחירי הדס"ל, בהיקף הנאמד בכ-28% מהתצרוכת הצפויה ל-12 החודשים הקרובים לאחר מועד הדוח ביצעה החברה עסקאות פיננסיות נוספות להגנה מפני עליית מחירי הדס"ל בהתאם למדיניות הגידור שלה, ונכון למועד הסמוך לפרסום דוח זה היא מגודרת בהיקף של כ-36% מהצריכה הצפויה לתקופה שמחודש מרץ 2015 ועד לחודש מרץ 2016

3 בשער ריבית הליבור לשלושה חודשים במועד הסמוך לאישור הדוח, לא חל שינוי מהותי לעומת השער למועד הדוח 4 במועד הסמוך לפרסום הדוח הכספי חל פיחות של כ-4% בשער החליפין של השקל ביחס לדולר ביחס למועד תאריך הדוח לחברה קיימות עסקאות הגנה על שער החליפין שקל-דולר (ראה סעיף ב' 1 (5) לדוח הדירקטוריון לעיל), אשר השווי ההוגן שלהן עשוי להשתנות בהתאם לשינויים בשערי החליפין יש לציין כי ההשפעה של שערי החליפין על התוצאות העסקיות של הרבעון הבא תיקבע בהתאם לשערי החליפין שיהיו בפועל במהלך הרבעון בכללותו ובסופו (31 במרץ 2015)

דוד מימון
מנהל כללי

עמיקם כהן
יו"ר הדירקטוריון

24 במרץ, 2015

ז א' לדוח הדירקטוריון על מצב ענייני התאגיד לתקופה שנסתיימה

ביום 31 בדצמבר 2014

הותיות של החברה, בהן חלו שינויים, בתקופה של שנה שנסתיימה ביום 31/12/2014 *

לוח סילוקין						
טוחות:	ריבית	תדירות פירעון קרן וריבית	היקף החזר קרן (אלפי דולר)	יתרת בלון (אלפי דולר)	תאריך תחילת ההלוואות	תאריך פירעון סופי של ההלוואות
מטוסי 737-90	קבועה- 2 45% - 2 623%	רבעוני	3,935	-	26/11/2013	25/6/2026

של החברה, בהן חלו שינויים, בתקופה של שנה ושלושה חודשים שנסתיימה ביום 24/3/2015 *

לוח סילוקין						
ווחות	ריבית	תדירות פירעון קרן וריבית	היקף החזר קרן (אלפי דולר)	יתרת בלון (אלפי דולר)	תאריך תחילת ההלוואות	תאריך פירעון סופי של ההלוואות
טוסי 737-90	קבועה- 2 45% - 2 623%	רבעוני	3,935	-	26/11/2013	25/6/2026

דולר ארה"ב

דוח תקופתי לשנת 2014

פרק ג'

דוחות כספיים מאוחדים

לשנת 2014

אל על נתיבי אויר לישראל בעירבון מוגבל

דוחות כספיים מאוחדים לשנת 2014

תוכן העניינים

ע מ ד

1-ג - 2-ג	דוח רואי החשבון המבקרים
	הדוחות הכספיים.
3-ג - 4-ג	דוחות מאוחדים על המצב הכספי
5-ג	דוחות מאוחדים על הרווח והפסד
6-ג	דוחות מאוחדים על הרווח הכולל
7-ג - 9-ג	דוחות מאוחדים על השינויים בהון
10-ג - 11-ג	דוחות מאוחדים על תזרימי המזומנים
12-ג - 103-ג	ביאורים לדוחות הכספיים המאוחדים

דוח רואי החשבון המבקרים לבעלי המניות של אל על נתיבי אויר לישראל בערבון מוגבל בדבר ביקורת של רכיבי בקרה פנימית על דיווח כספי בהתאם לסעיף 9ב (ג) בתקנות ניירות ערך (דוחות תקופתיים ומידיים), התש"ל-1970

ביקרנו רכיבי בקרה פנימית על דיווח כספי של חברת אל על נתיבי אויר לישראל בערבון מוגבל וחברות בנות (להלן ביחד "החברה") ליום 31 בדצמבר 2014 רכיבי בקרה אלה נקבעו כמוסבר בפסקה הבאה הדיקטוריון וההנהלה של החברה אחראים לקיום בקרה פנימית אפקטיבית על דיווח כספי ולהערכתם את האפקטיביות של רכיבי בקרה פנימית על דיווח כספי המצורפת לדוח התקופתי לתאריך הנ"ל אחריותנו היא לחוות דעה על רכיבי בקרה פנימית על דיווח כספי של החברה בהתבסס על ביקורתנו

רכיבי בקרה פנימית על דיווח כספי שבוקרו נקבעו בהתאם לתקן ביקורת 104 של לשכת רואי חשבון בישראל "ביקורת של רכיבי בקרה פנימית על דיווח כספי", על תיקוניו (להלן "תקן ביקורת 104") רכיבים אלה הינם (1) בקרות ברמת הארגון, לרבות בקרות על תהליך העריכה והסגירה של דיווח כספי ובקרות כלליות של מערכות מידע, (2) בקרות על הכנסות נוסעים ממכירת כרטיסי טיסה (למעט חברות בנות), (3) בקרות על מועדון הנוסע המתמיד, (4) בקרות על רכוש קבוע - מטוסים, מנועים וחלפים, (5) בקרות על מכשירים פיננסיים נגזרים, (6) בקרות על הוצאות דלק, (7) בקרות על הוצאות שכר לעובדים בישראל (למעט עובדים בכירים ונושאי משרה), (8) בקרות על אקטואריה לעובדים בישראל (למעט עובדים בכירים ונושאי משרה) (כל אלה יחד מכונים להלן "רכיבי הבקרה המבוקרים")

ערכנו את ביקורתנו בהתאם לתקן ביקורת 104 על-פי תקן זה נדרש מאיתנו לתכנן את הביקורת ולבצע במטרה לזהות את רכיבי הבקרה המבוקרים ולהשיג מידה סבירה של ביטחון אם רכיבי בקרה אלה קוימו באופן אפקטיבי מכל הבחינות המהותיות ביקורתנו כללה השגת הבנה לגבי בקרה פנימית על דיווח כספי, זיהוי רכיבי הבקרה המבוקרים, הערכת הסיכון שקיימת חולשה מהותית ברכיבי הבקרה המבוקרים, וכן בחינה והערכה של אפקטיביות התכנון והתפעול של אותם רכיבי בקרה בהתבסס על הסיכון שהוערך ביקורתנו, לגבי אותם רכיבי בקרה, כללה גם ביצוע נהלים אחרים כאלה שחשבנו כנחוצים בהתאם לנסיבות ביקורתנו התייחסה רק לרכיבי הבקרה המבוקרים, להבדיל מבקרה פנימית על כלל התהליכים המהותיים בתאגיד בקשר עם הדיווח הכספי, ולפיכך חוות דעתנו מתייחסת לרכיבי הבקרה המבוקרים בלבד כמו כן, ביקורתנו לא התייחסה להשפעות הדדיות בין רכיבי הבקרה המבוקרים לבין כאלה שאינם מבוקרים ולפיכך, חוות דעתנו אינה מביאה בחשבון השפעות אפשריות כאלה או סבורים שביקורתנו מספקת בסיס נאות לחוות דעתנו בהקשר המתואר לעיל

בשל מגבלות מובנות, בקרה פנימית על דיווח כספי בכלל, ורכיבים מתוכה בפרט, עשויים שלא למנוע או לגלות הצגה מוטעית כמו כן, הסיקת מסקנות לגבי העתיד על בסיס הערכת אפקטיביות נוכחית כלשהי חשופה לסיכון שבקורות תהפוכה בלתי מתאימות בגלל שינויים בנסיבות או שמידת הקיום של המדיניות או הנהלים תשתנה לרעה

לדעתנו, בהתבסס על ביקורתנו, החברה קיימה באופן אפקטיבי, מכל הבחינות המהותיות, את רכיבי הבקרה המבוקרים ליום 31 בדצמבר 2014

ביקרנו גם, בהתאם לתקני ביקורת מקובלים בישראל, את הדוחות הכספיים המאוחדים של החברה לימים 31 בדצמבר 2014 ו-2013 ולכל אחת משלוש השנים בתקופה שהסתיימה ביום 31 בדצמבר 2014 והדוח שלנו, מיום 24 במרץ 2015, כלל חוות דעת בלתי מסויגת על אותם דוחות כספיים וכן הפניית תשומת לב בדבר הסכם "שמיים פתוחים" ומצב עסקי החברה וחשיפת החברה לאישור תובענות ייצוגיות, בהתבסס על ביקורתנו ועל דוחות רואי החשבון המבקרים האחרים

בריטמן אלמגור זור ושות'
רואי חשבון

תל אביב, 24 במרץ, 2015

- 1 ג -

משרד ראשי - מרכז עוראלי	מרכז פריז	משרד רמת-גן	משרד ירושלים	משרד תל-אביב	משרד חיפה	משרד כפר שבע	משרד אילת
מרכז עוראלי 1 תל אביב, 6701101 תל 16593 תל אביב, 6116402	מרכז עוראלי 3 תל אביב, 6701101	הרקון 6 רמת-גן, 5252183	שרי ישראל 12 ירושלים, 9439024	טלפון 03-7551500 פקס 03-5759955 info-ramatgan@deloitte.co.il	טלפון 02-5018888 פקס 02-5374173 info-jer@deloitte.co.il	טלפון 04-8607333 פקס 04-8672528 info-haifa@deloitte.co.il	טלפון 08-6375676 פקס 08-6371628 info-ela@deloitte.co.il
מרכז עוראלי 1 תל אביב, 6701101 תל 16593 תל אביב, 6116402	מרכז עוראלי 3 תל אביב, 6701101	הרקון 6 רמת-גן, 5252183	שרי ישראל 12 ירושלים, 9439024	טלפון 03-7551500 פקס 03-5759955 info-ramatgan@deloitte.co.il	טלפון 02-5018888 פקס 02-5374173 info-jer@deloitte.co.il	טלפון 04-8607333 פקס 04-8672528 info-haifa@deloitte.co.il	טלפון 08-6375676 פקס 08-6371628 info-ela@deloitte.co.il

דוח רואי החשבון המבקרים לבעלי המניות של אל על נתיבי אויר לישראל בערבון מוגבל

ביקרנו את הדוחות המאוחדים על המצב הכספי המצורפים של חברת אל על נתיבי אויר לישראל בערבון מוגבל (להלן - "החברה") לימים 31 בדצמבר 2014 ו-2013 ואת הדוחות המאוחדים על הרווח והפסד, הרווח הכולל, השינויים בהון ותזרימי המזומנים לכל אחת משלוש השנים בתקופה שהסתיימה ביום 31 בדצמבר 2014 דוחות כספיים אלה הינם באחריות הדירקטוריון והנהלה של החברה אחריותנו היא לחוות דעה על דוחות כספיים אלה בהתבסס על ביקורתנו

לא ביקרנו את הדוחות הכספיים של חברות בנות שאוחדו אשר נכסיהן הכלולים באיחוד מהווים כ- 0.3% וכ- 0.2% מכלל הנכסים המאוחדים לימים 31 בדצמבר 2014 ו-2013, והכנסותיהן הכלולות באיחוד מהוות כ- 1.1%, כ- 1.2% וכ- 0.8% מכלל ההכנסות המאוחדות לשנים שהסתיימו ביום 31 בדצמבר 2014, 2013 ו-2012, בהתאמה כמו-כן, לא ביקרנו את הדוחות הכספיים של חברה כלולה על בסיס השווי המאזני, אשר ההשקעה בה לימים 31 בדצמבר 2014 ו-2013 הסתכמה לסך של כ- 13,801 אלפי דולר וכ- 14,945 אלפי דולר בהתאמה, והחלק בתוצאותיה לשנים שהסתיימו בימים 31 בדצמבר 2014, 2013 ו-2012 הסתכם לסך של כ- 874 אלפי דולר, כ- 207 אלפי דולר וכ- 1,466 אלפי דולר, בהתאמה הדוחות הכספיים של אותן חברות בוקרו על ידי רואי חשבון אחרים שדוחותיהם הומצאו לנו וחוונו דעתנו, ככל שהיא מתייחסת לסכומים שנכללו בגין אותן חברות, מבוססת על דוחות רואי החשבון האחרים

ערכנו את ביקורתנו בהתאם לתקני ביקורת מקובלים בישראל, לרבות תקנים שנקבעו בתקנות רואי חשבון (דרך פעולתו של רואה חשבון), התשל"ג-1973 על פי תקנים אלה נדרש מאיתנו לתכנן את הביקורת ולבצע במטרה להשיג מידה סבירה של ביטחון שאין בדוחות הכספיים הצגה מוטעית מהותית. ביקורת כוללת בדיקה מדגמית של ראיות התומכות בסכומים ובמידע שבדוחות הכספיים. ביקורת כוללת גם בחינה של כללי החשבונאות שיושמו ושל האומדנים המשמעותיים שנעשו על ידי הדירקטוריון והנהלה של החברה וכן הערכת נאותות ההצגה בדוחות הכספיים בכללותה. אנו סבורים שביקורתנו ודוחות רואי החשבון האחרים מספקים בסיס נאות לחוות דעתנו

לדעתנו, בהתבסס על ביקורתנו ועל דוחות של רואי חשבון אחרים, הדוחות הכספיים הנ"ל משקפים באופן נאות, מכל הבחינות המהותיות, את המצב הכספי של החברה והחברות הבנות שלה לימים 31 בדצמבר 2014 ו-2013 ואת תוצאות פעולותיהן, השינויים בהון ותזרימי המזומנים שלהן לכל אחת משלוש השנים בתקופה שהסתיימה ביום 31 בדצמבר 2014 בהתאם לתקני דיווח כספי בינלאומיים (IFRS) והוראות תקנות ניירות ערך (דוחות כספיים שנתיים), התש"ע-2010

מבלי לסייג את חוות דעתנו הנ"ל, אנו מפנים את תשומת הלב לעניינים הבאים

- לאמור בביאור 1 ג לדוחות הכספיים בדבר הערכת הנהלת החברה כי הרחבתו של הסכם "שמיים פתוחים" בשנת 2015 ישפיע לרעה על מצבה הכספי ותוצאות פעילותה של החברה, זאת עקב ההחרפה הנוספת בתחרות הפעולות אותן מבצעת הנהלת החברה על מנת להתמודד עם מצב עסקי, כוללות בעיקר תזרים חיובי הנובע מפעילותה השוטפת של החברה, בהתבסס על תוכנית העבודה של החברה לשנת 2015, שאושרה על ידי הדירקטוריון, ואשר מושפע לטובה מירידה במחיר הדולר והתחזקות הדולר, החלטת הממשלה להגדיל את השתתפותה של המדינה בהוצאות הביטחון של חברות התעופה הישראליות, והפעלת מותג התעופה החדש UP להערכת הנהלת החברה והדירקטוריון שלה, על אף ההשלכות לרעה של התחרות והקיטון המהותי בהכנסות החברה בשנת 2014, אשר למיטב הבנת הנהלתה של החברה ניתן לייחסו למבצע "צוק איתן", הפעולות האמורות לעיל יאפשרו לחברה לעמוד בהתחייבויותיה בעתיד הנראה לעין
- לאמור בביאורים 24 ג ו-37 לדוחות הכספיים בדבר החשיפה לאישור תובענות ייצוגיות כנגד החברה וחשיפה של החברה לתובענות ייצוגיות אלו

ביקרנו גם, בהתאם לתקן ביקורת 104 של לשכת רואי חשבון בישראל "ביקורת של רכיבי בקרה פנימית על דיווח כספי", על תיקוניו, רכיבי בקרה פנימית על דיווח כספי של החברה ליום 31 בדצמבר 2014, והדוח שלנו מיום 24 במרץ 2015 כלל חוות דעת בלתי מסויגת על קיומם של אותם רכיבים באופן אפקטיבי

בריטמן אלמגור זור ושות'
רואי חשבון

תל-אביב, 24 במרץ, 2015

- 2 ג -

משרד אילת	משרד באר שבע	משרד חיפה	משרד ירושלים	משרד רמת-גן	מרכז שרונים	תל אביב - משרד ראשי
המרכז העירוני תד 583 אילת, 8810402	אלומות 12 פארק התעשייה עומר תד 1369 עומר, 8496500	מעלה השחרור 5 תד 5648 חיפה, 3105502	שרי ישראל 12 ירושלים, 9439024	הרקון 6 רמת-גן, 5252183	מרכז עזריאלי 3 תל אביב, 6701101	מרכז עזריאלי 1 תל אביב, 6701101 תד 16593 תל אביב, 6116402
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אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על המצב הכספי

ליום 31 בדצמבר		ביאור
2013	2014	
אלפי דולר	אלפי דולר	
86,140	54,681	6
811	195	
9,341	8,382	8
8,050	39,611	7
125,144	118,720	9
22,144	19,783	10
12,889	-	28
26,989	26,465	11
*23,798	20,583	12
<u>315,306</u>	<u>288,420</u>	

נכסים

נכסים שוטפים

מזומנים ושווי מזומנים
מזומנים מיועדים
פיקדונות לזמן קצר
פיקדונות משועבדים
לקוחות
חייבים ויתרות חובה
מכשירים פיננסיים נגזרים
הוצאות מראש
מלאי

סה"כ נכסים שוטפים

נכסים לא שוטפים

פיקדונות בבנקים לזמן ארוך
השקעות המטופלות לפי שיטת השווי המאזני
השקעה בחברה אחרת
רכוש קבוע, נטו
נכסים בלתי מוחשיים, נטו
הוצאות מראש
נכסים בגין הטבות לעובדים

סה"כ נכסים לא שוטפים

סה"כ נכסים

* סווג מחדש.

הביאורים לדוחות הכספיים המאוחדים מהווים חלק בלתי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על המצב הכספי

ליום 31 בדצמבר		ביאור
2013	2014	
אלפי דולר	אלפי דולר	
164,891	154,648	16
126,308	145,900	18
*54,115	64,060	19
17,005	10,099	24
165	73,333	28
**104,621	95,564	21
*255,810	264,162	22
722,915	807,766	
475,911	498,862	20
77,260	81,015	21
826	-	28
8,708	6,697	19
**40,084	14,704	25
58,073	61,141	22
660,862	662,419	
1,383,777	1,470,185	
155,012	155,012	27
28,007	28,007	
237,122	237,122	
7,547	7,547	
8,070	(33,228)	
1,602	(846)	
659	401	
** (254,520)	(282,580)	
183,499	111,435	
1,567,276	1,581,620	

התחייבויות והון

התחייבויות שוטפות

אשראי לזמן קצר וחלויות שוטפות
ספקים ונותני שירותים
זכאים ויתרות זכות
הפרשות
מכשירים פיננסים נגזרים
התחייבויות בגין הטבות לעובדים
הכנסות מראש

סה"כ התחייבויות שוטפות

התחייבויות לא שוטפות

הלוואות מתאגידים בנקאיים ואחרים
התחייבויות בגין הטבות לעובדים
מכשירים פיננסים נגזרים
זכאים ויתרות זכות
מסים נדחים
הכנסות מראש

סה"כ התחייבויות לא שוטפות

סה"כ ההתחייבויות

הון

הון מניות
פרמיה על מניות
קרן הון מעסקאות עם בעלת שליטה לשעבר
קרן הון בגין תשלום מבוסס מניות
קרן הון בגין גידור תזרימי מזומנים
קרן הון בגין הפרשי תרגום של פעילויות חוץ
קרן הון בגין מדידות מחדש של הטבה מוגדרת
יתרת הפסד

סה"כ הון

סה"כ התחייבויות והון

* סווג מחדש.

** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5.

דגנית פלטי - סמנל"ל כספים

דוד מימון - מנכ"ל

עמיקם כהן - יו"ר הדירקטוריון

תאריך אישור הדוחות הכספיים: נתב"ג, 24 במרץ, 2015.

הביאורים לדוחות הכספיים המאוחדים מהווים חלק בלתי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על הרווח והפסד

לשנה שנסתיימה ביום 31 בדצמבר			ביאור	
2012	2013	2014		
אלפי דולר	אלפי דולר	אלפי דולר		
2,015,642	2,103,020	2,081,303	א 29	הכנסות מהפעלה
**(1,701,936)	**(1,752,828)	(1,790,997)	ב 29	הוצאות הפעלה
313,706	350,192	290,306		רווח גולמי
**(207,979)	**(204,714)	(201,066)	ג 29	הוצאות מכירה
**(96,418)	**(105,806)	(104,415)	ד 29	הוצאות הנהלה וכלליות
2,803	(6)	11,525	ה 29	הכנסות (הוצאות) אחרות, נטו
(301,594)	(310,526)	(293,956)		
12,112	39,666	(3,650)		רווח (הפסד) מפעולות רגילות
(38,413)	(25,858)	(36,605)	30	הוצאות מימון
1,447	25,106	912	31	הכנסות מימון
(36,966)	(752)	(35,693)		הכנסות (הוצאות) מימון, נטו
1,426	298	1,056		חלק החברה ברווחי חברות כלולות, נטו ממס
(23,428)	39,212	(38,287)		רווח (הפסד) לפני מסים על ההכנסה
**5,230	**(12,545)	10,227	25	הטבת מס (מסים על ההכנסה)
(18,198)	26,667	(28,060)		רווח (הפסד) נקי לשנה
(0 04)	0 05	(0 06)	32	רווח (הפסד) למניה רגילה אחת בת 1 ש"ח ע.ג. (בדולר):
(0 04)	0 05	(0 06)	32	רווח (הפסד) למניה בסיסי
(0 04)	0 05	(0 06)	32	רווח (הפסד) למניה מדולל
495,719	495,719	495,719		הממוצע המשוקלל של מספר המניות (באלפים) ששימש
495,719	495,719	495,719		בחישוב רווח (הפסד) למניה:
				בסיסי
				מדולל

* סווג מחדש.

** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5.

הביאורים לדוחות הכספיים המאוחדים מהווים חלק בלתי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על הרווח הכולל

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
*(18,198)	*26,667	(28,060)
6,528	17,710	(258)
892	1,704	(2,448)
9,553	(926)	(41,298)
16,973	18,488	(44,004)
(1,225)	45,155	(72,064)

רווח (הפסד) לשנה

רווח (הפסד) כולל אחר:

סכומים אשר לא יסווגו בעתיד לרווח או הפסד, נטו ממס:
 רווח (הפסד) בגין מדידות מחדש של הטבה מוגדרת, נטו ממס

סכומים אשר יסווגו בעתיד לרווח או הפסד, נטו ממס:
 הפרשי שער בגין תרגום פעילויות חוץ, נטו ממס
 רווח (הפסד) בגין גידור תזרימי מזומנים, נטו ממס

רווח (הפסד) כולל אחר לשנה, נטו ממס

סה"כ רווח (הפסד) כולל לשנה

* התאמה לא מהותית של מספרי השוואה - ראה ביאור 5.

הביאורים לדוחות הכספיים המאוחדים מהווים חלק בלתי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על השינויים בהון

לשנה שנסתיימה ביום 31 בדצמבר 2014

הון מניות אלפי דולר	פרמיה על מניות אלפי דולר	קרן הון מעסקאות עם בעלת שליטה לשעבר אלפי דולר	קרן הון עסקאות תשלום מבוסס מניות אלפי דולר	קרן הון בגין גידור תזרימי מזומנים אלפי דולר	קרן הון בגין הפרשי תרגום של פעילויות חוץ אלפי דולר	קרן הון בגין מדידות ההתחייבות נטו בגין הטבה מוגדרת אלפי דולר	יתרת הפסד אלפי דולר	סה"כ אלפי דולר
155,012	28,007	237,122	7,547	8,070	1,602	659	(258,144)	179,875
-	-	-	-	-	-	-	3,624	3,624
155,012	28,007	237,122	7,547	8,070	1,602	659	(254,520)	183,499
-	-	-	-	-	-	-	(28,060)	(28,060)
-	-	-	-	(41,298)	(2,448)	(258)	-	(44,004)
-	-	-	-	(41,298)	(2,448)	(258)	(28,060)	(72,064)
155,012	28,007	237,122	7,547	(33,228)	(846)	401	(282,580)	111,435

5.

ני נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על השינויים בהון

לשנה שנסתיימה ביום 31 בדצמבר 2013

הון מניות אלפי דולר	פרמיה על מניות אלפי דולר	קרן הון מעסקאות עם בעלת שליטה לשעבר אלפי דולר	קרן הון עסקאות תשלום מבוסס מניות אלפי דולר	קרן הון בגין גידור תזרימי מזומנים אלפי דולר	קרן הון בגין הפרשי תרגום של פעילויות חוץ אלפי דולר	קרן הון בגין מדידות מחדש של ההתחייבות נטו בגין הטבה מוגדרת אלפי דולר	יתרת הפסד אלפי דולר	סה"כ אלפי דולר
155,012	28,007	237,122	7,547	8,996	(102)	(17,051)	(283,586)	135,945
-	-	-	-	-	-	-	2,399	2,399
155,012	28,007	237,122	7,547	8,996	(102)	(17,051)	(281,187)	138,344
-	-	-	-	-	-	-	26,667	26,667
-	-	-	-	(926)	1,704	17,710	-	18,488
-	-	-	-	(926)	1,704	17,710	26,667	45,155
155,012	28,007	237,122	7,547	8,070	1,602	659	(254,520)	183,499

5.

ני נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על השינויים בהון

לשנה שנסתיימה ביום 31 בדצמבר 2012

הון מניות אלפי דולר	פרמיה על מניות אלפי דולר	קרן הון מעסקאות עם בעלת שליטה לשעבר אלפי דולר	קרן הון עסקאות תשלום מבוסס מניות אלפי דולר	קרן הון בגין גידור תזרימי מזומנים אלפי דולר	קרן הון בגין הפרשי תרגום של פעילויות חוץ אלפי דולר	קרן הון מחדש של ההתחייבות נטו בגין הטבה מוגדרת אלפי דולר	יתרת הפסד אלפי דולר	סה"כ אלפי דולר
155,012	28,007	237,122	7,488	(557)	(994)	(23,579)	(265,633)	136,866
-	-	-	-	-	-	-	2,644	2,644
155,012	28,007	237,122	7,488	(557)	(994)	(23,579)	(262,989)	139,510
-	-	-	-	-	-	-	(18,198)	(18,198)
-	-	-	-	9,553	892	6,528	-	16,973
-	-	-	-	9,553	892	6,528	(18,198)	(1,225)
-	-	-	59	-	-	-	-	59
-	-	-	59	-	-	-	-	59
155,012	28,007	237,122	7,547	8,996	(102)	(17,051)	(281,187)	138,344

ר 5.

זי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

אל על נתיבי אויר לישראל בערבון מוגבל
דוחות מאוחדים על תזרימי המזומנים

לשנה שנסתיימה ביום 31 בדצמבר

2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
*(18,198)	*26,667	(28,060)
*96,468	*158,575	186,618
78,270	185,242	158,558

תזרימי מזומנים מפעילות שוטפת

רווח (הפסד) לשנה
התאמות הדרושות כדי להציג את תזרימי המזומנים מפעילות שוטפת - נספח א'

מזומנים שנבעו מפעילות שוטפת, נטו

תזרימי מזומנים מפעילות (לפעילות) השקעה

רכישות רכוש קבוע (כולל שיפוצי מנוע כלליים ותשלומים על חשבון מטוסים)
תמורה ממימוש רכוש קבוע
השקעה ברכוש לא מוחשי
מימוש (השקעה) בפיקדונות משועבדים
ירידה (עליה) בפיקדונות לזמן קצר, נטו
השקעה בפיקדונות לנותני שירותים ולזמן ארוך
מימוש פיקדונות לנותני שירותים ולזמן ארוך

(85,672)	(170,739)	(173,966)
18,533	15,833	8,666
(3,007)	(1,534)	(3,031)
(11,456)	3,406	(31,561)
(387)	(771)	959
(255)	(143)	(82)
305	292	409
(81,938)	(153,656)	(198,606)

מזומנים ששימשו לפעילות השקעה, נטו

תזרימי מזומנים לפעילות מימון

תשלום בגין הוצאות גיוס הלוואות
קבלת הלוואות לזמן ארוך מתאגידים בנקאיים ואחרים
פירעון הלוואות לזמן ארוך מתאגידים בנקאיים ואחרים
עליה (ירידה) באשראי לזמן קצר, נטו

(1,007)	(9,840)	(9,293)
60,616	154,647	148,599
(99,116)	(131,607)	(143,513)
10,629	(11,456)	12,796
(28,878)	1,744	8,589

מזומנים שנבעו מפעילות (ששימשו לפעילות) מימון, נטו

עליה (ירידה) במזומנים ושווי מזומנים

יתרת מזומנים ושווי מזומנים לתחילת השנה

יתרת מזומנים ושווי מזומנים לסוף השנה

(32,546)	33,330	(31,459)
85,356	52,810	86,140
52,810	86,140	54,681

* התאמה לא מהותית של מספרי השוואה - ראה ביאור 5.

הביאורים לדוחות הכספיים המאוחדים מהווים חלק בלתי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

אל על נתיבי אויר לישראל בערבון מוגבל

דוחות מאוחדים על תזרימי המזומנים

לשנה שנסתיימה ביום 31 בדצמבר

2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר

נספח א' -

הכנסות והוצאות שאינן כרוכות בתזרימי מזומנים:

פחת והפחתות (כולל גרועות אביזרים, רכיבים שיצאו משימוש ותצרוכת ציוד מתכלה וירידת ערך רכוש קבוע ובלתי מוחשי)

התאמת ערך פיקדונות לנותני שירותים ולזמן ארוך

חלק החברה ברווחי חברות כלולות, בניכוי דיבידנד שהתקבל, נטו ממס

מיסים נדחים, נטו

עליה (ירידה) בהתחייבויות בשל הטבות לעובדים ובהפרשות

רווח הון ממימוש רכוש קבוע, נטו

שווי הטבה של תוכנית אופציות לעובדים

הפסד (רווח) מההתאמת שווי הוגן של נגזרים דרך רווח והפסד

רכישת אופציות לגידור דלק סילוני

רווח ממניות ומאופציות שהתקבלו ללא תמורה

שערוך אופציות שהתקבלו ללא תמורה

שינוי במזומנים מיועדים

שינויים בסעיפי רכוש והתחייבויות.

ירידה בלקוחות

ירידה בחייבים ויתרות חובה

ירידה (עליה) בהוצאות מראש

ירידה במלאי

עליה (ירידה) בספקים ונותני שירותים

עליה (ירידה) בזכאים אחרים ויתרות זכות

עליה בהכנסות מראש

138,655	136,973	142,158
(8)	(104)	131
(277)	67	(891)
**5,256	**11,464	(10,399)
**17,336	**13,250	(17,167)
(4,177)	(3,019)	(5,457)
59	-	-
(18,469)	2,234	29,150
(2,774)	-	(105)
(2,442)	-	-
(130)	685	(688)
622	394	616
9,795	4,754	6,424
4,455	1,368	2,027
(3,802)	2,759	833
4,336	1,787	3,215
(15,970)	(18,524)	19,592
*(9,898)	*(12,318)	5,759
*19,085	*16,805	11,420
96,468	158,575	186,618

נספח ב' - (תשלומי) תקבולי ריבית, מסים ודיבידנד, המסווגים בתזרימי מזומנים

מפעילות שוטפת

(26,573)	(15,359)	(16,422)	תשלומי ריבית
1,333	507	225	תקבולי ריבית
(372)	(445)	(517)	תשלומי מס- מקדמות בגין הוצאות עודפות
1,149	365	184	תקבולי דיבידנד

* סווג מחדש.

** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5.

הביאורים לדוחות הכספיים המאוחדים מהווים חלק בלתי נפרד מהם.

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 1 - כללי

א. תיאור כללי של החברה ופעילותה:

אל על נתיבי אויר לישראל הינה המוביל הנקוב הישראלי במרבית הקווים לישראל וממנה עיקר פעולתה של החברה בהובלת נוסעים ומטען, כולל כבודה ודואר, בטיסות סדירות וטיסות שכר בין ישראל למדינות חוץ

החברה עוסקת גם, במתן שירותי שינוע ותחזוקה בנמל האם שלה, במכירת מוצרים פטורים ממכס, ובאמצעות חברות מוחזקות - בפעילויות נלוות, שהעיקריות שבהן הן ייצור ואספקת מזון למטוסים וניהול מספר סוכנויות נסיעה בארץ ובחו"ל

ב. אי הכללת מידע כספי נפרד:

בהתאם לתקנה 4 לתקנות דוחות תקופתיים ומידיים, החברה לא צרפה בדוח התקופתי לשנה שנתיימה ביום 31 בדצמבר 2014, מידע כספי נפרד לפי תקנה 9 ג לתקנות ניירות ערך (דוחות תקופתיים ומידיים), התש"ל-1970 הסיבה שבגינה לא כללה החברה מידע כספי נפרד, הינה לאור ההשפעה הזניחה שיש לדוחות הכספיים של החברות המוחזקות על הדוחות הכספיים המאוחדים

הפרמטרים ששימשו את החברה על מנת לקבוע את ההשפעה האמורה הם נכסים, הכנסות, רווח ותזרים מזומנים מפעילות שוטפת של עד כ-5% מסך הנכסים, ההכנסות, הרווח ותזרימי המזומנים מפעילות שוטפת בדוחות המאוחדים - בהתאמה, בהתעלם מהשפעות אירועים חריגים שאינם שכיחים

לפרטים אודות עסקאות והתקשרויות בין החברה לחברות המאוחדות שלה, ראה ביאור 35

במהלך שנת 2014 רשמה החברה הפסד של כ- 28.1 מיליון דולר ותזרים חיובי מפעילות שוטפת של כ- 158.6 מיליון דולר. כמו כן, ליום 31 בדצמבר 2014 לחברה גרעון בהון החוזר בסך של כ- 519.3 מיליון דולר והון בסך של כ- 111.4 מיליון דולר

תוצאות פעולותיה של החברה וההון העצמי שלה הושפעו לרעה משערוך עסקאות גידור דס"ל וגידור שער חליפין של השקל ביחס לדולר וזאת בשל הירידה החדה במחירי הדס"ל והתחזקות הדולר עם זאת, למגמות כלכליות אלו כפי שמשתקפות בעקומות פרוורד שנצפו בשוק, ככל שתמשכנה, צפויה השפעה תזרימית לטובה בשנת 2015

תוצאות הפעילות הושפעו לרעה גם בעקבות מבצע "צוק איתן", אשר התקיים במהלך החודשים יולי-אוגוסט 2014 הכנסות החברה קטנו מהותית בשל ביטולי טיסות רבים על ידי נוסעים זרים וישראלים, הן בטיסות יוצאות והן בטיסות נכנסות וזאת בנוסף לירידה משמעותית בהזמנות לטיסות החברה, אשר למיטב הבנת החברה ניתן ליחסה למבצע

כמו כן, בתקופת המבצע נשאה החברה בהוצאות נוספות בגין תוספת קיבולת והתאמת פעילות, הוצאות תפעול נוספות עקב המצב הביטחוני (לרבות הוצאות דלק והארכת נתיבי טיסה ועלויות שכר עבודה נוספות)

בשנת 2014, לאור כניסתו לתוקף ויישומם של הסכם "השמיים הפתוחים" עם האיחוד האירופי, החברה המשיכה להתמודד עם גידול בהיצע הטיסות מצד חברות התעופה הקיימות כמו גם כניסתן של חברות תעופה חדשות וכן גידול ניכר בפעילות חברות ה-Low Cost בקווים לישראל וממנה

החברה מעריכה כי הגידול בהיצע הטיסות מצד חברות התעופה הקיימות כמו גם כניסתן של חברות תעופה חדשות עם הרחבת יישום ההסכם בשנת 2015, ימשיכו להשפיע לרעה על המצב הכספי ותוצאות הפעולות של החברה, וזאת עקב ההחרפה הנוספת בתחרות

במסגרת האסטרטגיה המתגבשת על ידי הנהלת החברה לטווח הבינוני ולטווח הארוך, פועלת החברה להתאים את פעילותה על ידי הגדלת תדירויות וקיבולת והתאמת מודל הפעולה המסחרי למודלים הנהוגים באירופה. במסגרת זו, החלה החברה החל מלוח הזמנים של עונת הקיץ 2014, אשר התחילה ביום 30 במרץ 2014, להפעיל טיסות תחת מותג תעופה חדש UP בשלב ראשון, מופעלות הטיסות במתכונת זו לחמישה יעדים באירופה, זאת במקום המתכונת הקודמת של טיסות החברה ליעדים כאמור כרטיסי הטיסה אשר רוכשים הנוסעים כוללים סל שירותים בסיסי ואפשרות להוסיף שירותים נוספים תמורת תשלום, זאת בדומה למתכונת השירות בחברות תעופה רבות בעולם

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 1 - כללי (המשך)

ג. (המשך)

(המשך)

החברה ממשיכה לבחון באופן שוטף את התאמת הפעילות למגמות והתפתחויות הנוצרות בסביבת הפעילות העסקית-כלכלית של החברה ובענף התעופה העולמי מגמות ושינויים אלה מחייבים בחינה מעמיקה ורציפה של פעילות החברה, לרבות בחינת תמהיל ורווחיות של החברה בתחומי הנוסעים והמטען והתאמת לוח זמנים ומחירים בהתאם למצב השוק והתחרות

נכון למועד פרסום דוח זה, החברה השיגה מימון לזמן ארוך ל- 5 מתוך 8 מטוסי 737-900 שנרכשו מחברת בואינג והתקבלו בחברה ומימון מקדמות לשלושת המטוסים הנוספים מדגם זה אשר צפויים להתקבל בשנת 2016 החברה תפעל להסדרת מקורות מימון ארוכי טווח למטוסים אלו לקראת מועד הגעתם לפרטים נוספים, ראה ביאור 14 להלן

כאמור בביאור 20, חלק מהסכמי האשראי, דורשים עמידה ביחס מסוים של יתרת הלוואות לביטחונות (יתרת החוב לבנק אל מול שווי שוק המטוסים המשועבדים) במידה שהחברה לא תעמוד ביחס הנדרש, החברה עלולה להידרש להעמיד ביטחונות נוספים יצוין כי נכון לתאריך המאזן ובסמוך למועד החתימה על הדוחות הכספיים עומדת החברה ביחס הנדרש להערכת הנהלת החברה, בהתחשב בפער הקיים ביחס שבין הלוואות לביטחונות הקיימים, ובהתבסס על מחירוני המטוסים הבינלאומיים, כמקובל בענף התעופה, והמשמשים את המוסדות הפיננסיים, לא תידרש החברה להעמיד ביטחונות נוספים בעתיד הנראה לעין

להערכת הנהלת החברה, ביצוע הפעולות הנ"ל וכמו גם החלטת הממשלה בדבר הגדלת השתתפות המדינה בהוצאות הביטחון של חברות התעופה הישראליות וכן תזרים החברה הנובע מפעילותה השוטפת, בהתאם לתוכנית העבודה של החברה, שאושרה על ידי הדירקטוריון, וכפי שמתעדכנת מעת לעת, המושפע לטובה מירידה במחיר הדס"ל והתחזקות הדולר, כאמור לעיל, יאפשרו לחברה, על אף ההשלכות לרעה של התחרות ושל מבצע "צוק איתן" כמתואר לעיל, לעמוד בהתחייבויותיה בעתיד הנראה לעין

אל על נתיבי אויר לישראל בערבון מוגבל **ביאורים לדוחות הכספיים המאוחדים**

ביאור 2 - עיקרי המדיניות החשבונאית

א. הצהרה לגבי יישום תקני דיווח כספי בינלאומיים (IFRS):

הדוחות הכספיים המאוחדים של הקבוצה נערכו בהתאם לתקני דיווח כספי בינלאומיים (להלן - "תקני IFRS") ופרשנויות להם שפורסמו על ידי הוועדה לתקני חשבונאות בינלאומיים (IASB)

ב. הדוחות הכספיים ערוכים בהתאם לתקנות ניירות ערך (דוחות כספיים שנתיים), התש"ע-2010 (להלן - "תקנות דוחות כספיים")

ג. מתכונת הצגת דוח על המצב הכספי:

הקבוצה מציגה נכסים והתחייבויות בדוח על המצב הכספי בחלוקה לפריטים שוטפים ולא שוטפים

ד. תקופת המחזור התפעולי של החברה הינה 12 חודשים

ה. מתכונת ניתוח ההוצאות שהוכרו ברווח והפסד:

הוצאות החברה בדוח רווח והפסד ובדוח על הרווח הכולל מוצגות בהתבסס על מאפיין הפעילות

ו. מטבע חוץ:

(1) מטבע הפעילות ומטבע ההצגה:

הדוחות הכספיים של כל אחת מחברות הקבוצה ערוכים במטבע של הסביבה הכלכלית העיקרית בה היא פועלת (להלן - "מטבע הפעילות") למטרת איחוד הדוחות הכספיים, התוצאות והמצב הכספי של כל אחת מחברות הקבוצה, מתורגמים לדולר שהוא מטבע הפעילות של החברה. הדוחות הכספיים המאוחדים של הקבוצה מוצגים בדולר

(2) תרגום עסקאות שאינן במטבע הפעילות:

בהכנת הדוחות הכספיים של כל אחת מחברות הקבוצה, עסקאות שבוצעו במטבעות השונים ממטבע הפעילות של אותה חברה (להלן - "מטבע חוץ") נרשמות לפי שערי החליפין שבתוקף במועדי העסקאות בתום כל תקופת דיווח, פריטים כספיים הנקובים במטבע חוץ מתורגמים לפי שערי חליפין שבתוקף לאותו מועד, פריטים לא-כספיים הנמדדים במונחי עלות היסטורית מתורגמים לפי שערי חליפין שבתוקף במועד ביצוע העסקה בקשר לפריט הלא-כספי

(3) אופן הרישום של הפרשי שער:

הפרשי שער מוכרים בדוח רווח והפסד בתקופה בה הם נבעו, פרט להפרשי שער בגין עסקאות שנועדו לגדר סיכוני מטבע חוץ מסוימים, ראה ביאור 2 יד

(4) תרגום דוחות כספיים של חברות מוחזקות שמטבע הפעילות שלהן שונה מדולר:

לצורך הצגת הדוחות הכספיים המאוחדים, הנכסים וההתחייבויות של פעילויות חוץ, לרבות מוניטין ועודפי עלות מיוחסים, מוצגים עפ"י שערי החליפין שבתוקף לתום תקופת הדיווח. פריטי הכנסות והוצאות מתורגמים לפי ממוצע שערי החליפין בתקופת הדיווח, אלא אם כן חלה במהלכה תנודתיות משמעותית בשערי החליפין. במקרה זה, תרגום פריטים אלה נעשה לפי שערי החליפין במועד ביצוע העסקאות, והפרשי התרגום המתייחסים, מוכרים ברווח הכולל האחר במסגרת "הפרשי שער בגין תרגום פעילויות חוץ". הפרשי שער אלו מסווגים לרווח או הפסד במועד מימוש פעילות החוץ בגינה נוצרו הפרשי התרגום וכן בעת מימוש חלקי של פעילות החוץ הכרוך באיבוד שליטה או במעבר מהשקעה המטופלת לפי שיטת השווה המאזני לנכס פיננסי

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ז. השקעות בחברות כלולות:

חברה כלולה הינה ישות שלקבוצה יש בה השפעה מהותית, והיא אינה חברה מאוחדת השפעה מהותית היא הכוח להשתתף בקבלת ההחלטות הנוגעות למדיניות הפיננסית והתפעולית של החברה הכלולה, אך אינה מהווה שליטה או שליטה משותפת במדיניות זו. בבחינת קיומה של השפעה מהותית, מובאים בחשבון זכויות הצבעה פוטנציאליות, הניתנות למימוש או להמרה באופן מיידי למניות הישות המוחזקת.

הקבוצה בוחנת את קיומם של סימנים לירידת ערך של השקעות המטופלות בהתאם לשיטת השווי המאזני ירידת ערך כאמור מתהווה כאשר יש ראיות אובייקטיביות לכך שתזרימי המזומנים העתידיים הצפויים מההשקעה הושפעו לרעה.

ח. מזומנים ושווי מזומנים.

מזומנים ושווי מזומנים כוללים פיקדונות הניתנים למשיכה מיידית וכן פיקדונות לזמן קצוב אשר אין מגבלה בשימוש בהם, ואשר מועד פירעונם, במועד ההשקעה בהם, אינו עולה על שלושה חודשים.

פיקדונות אשר מועד פירעונם במועד ההשקעה בהם עולה על שלושה חודשים ואינו עולה על שנה מסווגים במסגרת סעיף פיקדונות לזמן קצר.

פיקדונות אשר יועדו למטרה מוגדרת מסווגים במסגרת סעיף מזומנים מיועדים.

ט. רכוש קבוע:

(1) כללי:

רכוש קבוע הוא פריט מוחשי, אשר מוחזק לצורך שימוש באספקת שירותים, או להשכרה לאחרים אשר חזוי כי ישתמשו בו במשך יותר מתקופה אחת.

הקבוצה מציגה את פריטי הרכוש הקבוע שלה על פי מודל העלות כדלהלן.

פריטי רכוש קבוע מוצגים בדוח על המצב הכספי לפי עלותם בניכוי פחת שנצבר, ובניכוי הפסדים מירידת ערך שנצברו, אם קיימים כאלה. העלות כוללת את עלות הרכישה של הנכס וכן עלויות שניתן לייחס במישרין להבאת הנכס למיקום ולמצב הדרושים לצורך הפעלתו באופן שהתכוונה אליו ההנהלה.

לעניין בחינת ירידת ערך רכוש קבוע, ראה ביאור 2 יא.

(2) הפחתה של רכוש קבוע

הפחתת הרכוש הקבוע מבוצעת בנפרד לגבי כל מרכיב של פריט רכוש קבוע בר-פחת בעל עלות משמעותית ביחס לסך העלות של הפריט. ההפחתה מבוצעת באופן שיטתי לפי שיטת הקו הישר על פני אורך החיים השימושיים הצפוי של מרכיבי הפריט מהמועד בו הנכס מוכן לשימוש המיועד תוך הבאה בחשבון של ערך שייר צפוי בתום החיים השימושיים.

נכסים החכורים במסגרת הסדרי חכירה מימונית מופחתים על פני הקצר מבין אורך החיים השימושיים הצפוי להם על פי אותו בסיס של נכסים בבעלות, או על פני תקופת החכירה.

עלות שיפוץ כללי ("אוברול") של מנוע מטוס, נזקפת כנכס בדוח על המצב הכספי, ומופחתת על פני תקופת ההנאה הכלכלית הצפויה משיפוץ זה (בהתאם לאומדן שעות מנוע חזיות).

ערכי השייר, שיטת הפחת ואורך החיים השימושיים של הנכס נסקרים בידי הנהלת החברה אחת לשנה שינויים מטופלים כשינויי אומדן בדרך של "מכאן ולהבא".

רווח או הפסד הנוצר כתוצאה ממכירה או הוצאה משימוש של פריט רכוש קבוע נקבע לפי ההפרש שבין התקבולים ממכירתו לבין ערכו הפנקסני במועד המכירה או ההוצאה משימוש, ונזקף לרווח והפסד.

עלות האביזרים והחלפים הכלולה ברכוש הקבוע, נקבעה לפי שיטת ממוצע משוקלל נע.

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ט. רכוש קבוע:

(2) הפחתה של רכוש קבוע: (המשך)

אביזרים וחלפים המיוחסים לצי ספציפי, מופחתים על פי יתרת אורך החיים הממוצעת של אותו צי אביזרים וחלפים שאינם מיוחסים לצי מסוים, מופחתים על פי יתרת אורך החיים הממוצעת של כלל צי המטוסים של הקבוצה

אביזרים וחלפים ללא תנועה, או בתנועה איטית, נכללים בערכים מופחתים, על פי הערכת ההנהלה

לעניין שיעורי הפחתה של החברה, ראה ביאור 14 ב 2

(3) עלויות עוקבות

עלות החלפת חלק מפריט רכוש קבוע, הניתנת לאמידה בצורה מהימנה מוכרת כגידול של הערך הפנקסי במועד התהוותה, אם צפוי כי ההטבות הכלכליות העתידיות המיוחסות לפריט יזרמו אל הישות עלויות תחזוקה שוטפות נזקפות לדוח הרווח והפסד במועד התהוותן

י. נכסים בלתי מוחשיים:

זכויות שימוש בציוד בטחוני, נכללות לפי עלותן לחברה, ומופחתות על בסיס הקו הישר בהתאם לתקופת השימוש הכלכלית המשוערת, בכפוף לבחינת ירידת ערך אומדן משך החיים ושיטת ההפחתה, נבחנים בתום כל שנת כספים, כאשר השפעת השינויים באומדן מטופלת באופן של מכאן ולהבא

תוכנות נכללות לפי עלותן לחברה ומופחתות על בסיס הקו הישר בהתאם לתקופת השימוש הכלכלית המשוערת בהן

יא. ירידת ערך מטוסים:

בתום כל תקופת דיווח, בוחנת החברה את הערך הפנקסי של צי המטוסים במטרה לקבוע האם קיימים סימנים כלשהם המעידים על ירידת ערך של צי אלו במידה וקיימים סימנים כאמור, נאמד סכום בר-השבה של הצי במטרה לקבוע את סכום ההפסד מירידת ערך שנוצר, אם בכלל

סכום בר-השבה הינו הגבוה מבין שווי ההוגן של הצי לבין שווי השימוש בו בהערכת שווי השימוש, אומדני התרומה מציי המטוסים מנוכים לערכם הנוכחי תוך שימוש בשיעור היוון (לאחר מס) המשקף את הערכות השוק הנוכחיות לגבי ערך הזמן של הכסף ואת הסיכונים הספציפיים לצי בגינם לא הותאם אומדן התרומה

כאשר סכום בר-ההשבה של צי מטוסים נאמד כנמוך מערכו הפנקסי, הערך הפנקסי של הצי מופחת לסכום בר-ההשבה שלו הפסד מירידת ערך מוכר מיידית כהוצאה בדוח רווח והפסד

הנהלת החברה סבורה כי יש לבחון את הסכומים ברי-ההשבה של המטוסים ביחס לעלותם המופחתת לאחר ביצוע הקבוצה של צי המטוסים, וכי אין זה נכון לבחון את סכום בר ההשבה של כל מטוס בנפרד ביחס לעלותו המופחתת לגבי אופן קביעת סכום בר ההשבה, ראה ביאור 4 ב (3)

יב. נכסים פיננסיים הנמדדים בעלות מופחתת ושיטת הריבית האפקטיבית

(1) נכסים פיננסיים הנמדדים בעלות מופחתת ושיטת הריבית האפקטיבית:

הנכסים הפיננסיים של הקבוצה בקבוצה זו כוללים לקוחות, פיקדונות, וחייבים אחרים עם תשלומים קבועים או הניתנים לקביעה שאין להם ציטוט בשוק פעיל. הלוואות וחייבים נמדדים בעלות מופחתת תוך שימוש בשיטת הריבית האפקטיבית בניכוי ירידת ערך, אם ישנה כזו. הכנסות ריבית מוכרות בשיטת הריבית האפקטיבית, למעט בגין לקוחות וחייבים לזמן קצר כאשר סכומי הריבית בהם יש להכיר אינם מהותיים

שיטת הריבית האפקטיבית הינה שיטה לחישוב העלות המופחתת של מכשיר חוב וכן להקצאת הכנסות הריבית על פני אורך חיי המכשיר. שיעור הריבית האפקטיבית הוא השיעור המהווה במדויק את תזרימי המזומנים החזויים העתידיים (לרבות עמלות, עלויות עסקה וכדומה) לאורך חיי מכשיר החוב, או (כאשר נכון יותר) תקופה קצרה מזו, לערך הנוכחי של המכשיר במועד ההכרה לראשונה

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יב. נכסים פיננסיים הנמדדים בעלות מופחתת ושיטת הריבית האפקטיבית (המשך)

(2) ירידת ערך של נכסים פיננסיים הנמדדים בעלות מופחתת

נכסים פיננסיים אלה נבחנים בתום כל תקופת דיווח, לצורך זיהוי קיומם של סימנים לירידת ערך. ירידת ערך כאמור מתהווה כאשר יש ראיות אובייקטיביות לכך שכתוצאה מאירוע אחד, או יותר שהתרחש לאחר מועד ההכרה הראשונית בנכס הפיננסי, הושפעו לרעה תזרימי המזומנים העתידיים הצפויים של ההשקעה.

סימנים לירידת ערך עשויים לכלול, בין היתר

- קשיים פיננסיים משמעותיים של המנפיק או החייב,
- אי עמידה בתשלומים שוטפים של קרן או ריבית,
- צפי כי החייב יקלע לפשיטת רגל או ארגון מחדש של חובות,

לגבי נכסים פיננסיים הנמדדים לפי העלות המופחתת, ירידת ערך מוכרת בגובה ההפרש בין ערכם הפנקסי של הנכסים הפיננסיים לבין הערך הנוכחי של תזרימי המזומנים העתידיים הצפויים מהם, כשהם מהווים בשיעור הריבית האפקטיבי המקורי שלהם.

באשר ללקוחות, ערכם הפנקסי מופחת במידת הצורך תוך שימוש בחשבון הפרשה לחובות מסופקים. ההפרשה מחושבת באופן ספציפי כאשר חובות לקוחות אינם ברי-גבייה מבוצעת המחיקה כנגד חשבון ההפרשה גבייה בתקופות עוקבות של סכומים שנמחקו בעבר מזוכים כנגד חשבון ההפרשה השינויים בערך הפנקסי של חשבון ההפרשה מוכרים בדוח רווח והפסד.

יג. התחייבויות פיננסיות:

התחייבויות פיננסיות, כוללות אשראי והלוואות, ספקים וזכאים אחרים. התחייבויות אלו מוכרות לראשונה בשווי הוגן לאחר ניכוי עלויות עסקה. לאחר מועד ההכרה הראשונית התחייבויות פיננסיות אחרות נמדדות בעלות מופחתת תוך שימוש בשיטת הריבית האפקטיבית. למעט בגין ספקים וזכאים אחרים לזמן קצר, כאשר סכומי הריבית שיש להכיר בהם אינם מהותיים.

שיטת הריבית האפקטיבית היא שיטה לחשוב העלות המופחתת של התחייבות פיננסית ושל הקצאת הוצאות ריבית על פני התקופה הרלוונטית. שיעור הריבית האפקטיבי הוא השיעור שמנכה באופן מדויק את הזרם החזוי של תזרימי המזומנים העתידיים על פני אורך החיים הצפוי של ההתחייבות הפיננסית לערכה בספרים, או מקום שמתאים, לתקופה קצרה יותר.

יד. מכשירים פיננסיים נגזרים וחשבונאות גידור:

(1) כללי:

הקבוצה עושה שימוש במגוון מכשירים פיננסיים נגזרים על מנת לנהל את החשיפות לשנויי מחיר של הדלק הסילוני, לשנויי ריבית ושערי מטבע חוץ.

מכשירים פיננסיים נגזרים מוכרים לראשונה במועד ההתקשרות ובתום כל תקופת דיווח שלאחר מכן לפי שוויים הוגן. שוויים בשווי ההוגן של מכשירים פיננסיים נגזרים נקפים ככלל לדוח רווח והפסד. עיתוי ההכרה בדוח רווח והפסד של שוויים הוגן של מכשירים פיננסיים נגזרים, אשר יועדו למטרת גידור, כאשר גידור זה הינו אפקטיבי ועונה לכל התנאים לקביעת יחסי גידור, מותנה באופי ובסוג הגידור, כמפורט להלן.

סיווג המאזני של מכשירים פיננסיים נגזרים, נקבע בהתאם למשך הזמן החזוי של המכשיר הפיננסי הנגזר אם יתרת הזמן החזוית של הנגזר עולה על 12 חודשים, הנגזר יוצג בדוח על המצב הכספי כפריט לא שוטף, ואם יתרת הזמן אינה עולה על 12 חודשים יסווג הנגזר כפריט שוטף.

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יד. מכשירים פיננסיים נגזרים וחשבונאות גידור: (המשך)

(2) חשבונאות גידור:

החברה מיישמת חשבונאות גידור תזרימי מזומנים, ולצורך כך ייעדה החברה מכשירים פיננסיים נגזרים מסוימים, בגין חשיפה למחירי הדלק הסילוני, וכמו כן בגין החשיפה לשינוי בשערי הריבית ולשער החליפין

לצורך גידור מחיר הדלק הסילוני התקשרה החברה במספר עסקאות, וזאת בגין רכישות דלק צפויות לתקופה של עד שנה ממועד תום תקופת הדיווח

לצורך הקטנת החשיפה בגין שיעורי הריבית המשתנה על הלוואות החברה, התקשרה החברה במספר חוזים, שמטרתם קיבוע שיעור הריבית מכשירי גידור הריבית בהם משתמשת החברה הינם תואמים ללוחות הסילוקין של הלוואות, בתקופות המתייחסות, עליהם יועדו להגן

לצורך הקטנת החשיפה בגין שער החליפין דולר שקל, ביצעה החברה מספר עסקאות, שמטרתם הגנה על חלק מתשלומי השכר השקליים הצפויים של החברה

יחסי הגידור מתועדים בידי החברה במועד ההתקשרות בעסקת הגידור במסגרת התיעוד, מזוהים המכשיר המגדר, הפריט המגודר, הסיכון המגודר, אסטרטגית הגידור המיושמת, ונבחנת מידת ההתאמה של האסטרטגיה למדיניות הכוללת של הקבוצה בכל סוג גידור. בנוסף, החל מתחילת יחסי הגידור ולאורך כל תקופתם, מתעדת החברה את המידה בה המכשיר המגדר אפקטיבי בקיזוז החשיפה לשינויים בתזרימי המזומנים בגין הסיכון המגודר על הפריט המגודר

החלק האפקטיבי בשינויים בערכם של מכשירים פיננסיים המיועדים לגידור תזרימי מזומנים מוכר מיידית בהון תחת הכותרת "קרן הון בגין גידור תזרימי מזומנים" והחלק שאינו אפקטיבי מוכר מיידית בדוח רווח והפסד

חשבונאות גידור תזרימי מזומנים מופסקת כאשר המכשיר המגדר פוקע, נמכר או ממומש או כאשר יחסי הגידור אינם עומדים עוד בתנאי הסף לגידור. לאחר הפסקת חשבונאות הגידור, הסכומים שנזקפו להון נזקפים לדוח רווח והפסד כאשר הפריט המגודר או העסקה החזויה המגודרת נרשמים בדוח רווח והפסד במועד זקיפתן של תוצאות עסקת הגידור לרווח והפסד נזקפות תוצאות עסקאות גידור הדס"ל לסעיף הוצאות ההפעלה וחוזי אקדמה לרכישת מט"ח (לרבות בקשר להוצאות שכר) והחלפת שיעורי ריבית נזקפים לסעיף הוצאות המימון

טו. בסיס ההכרה בהכנסות וייחוס עמלות לסוכנים:

(1) הכנסות ממכירות כרטיסי טיסה, נכללות כהכנסות מראש, עד למועד מתן השירות או עד לתום שנתיים ממועד מכירתם, כמוקדם שבהם

הכנסות מהטסת נוסעים כוללות גם הכנסות בהן מתן השרות בוצע על ידי החברה, בעוד שמכירת כרטיסי הטיסה בוצעה בידי חברות תעופה אחרות

כמו כן, ההכנסות מהטסת נוסעים כוללות גם הכנסות הנובעות מהסכמי שיתוף פעולה עם חברות תעופה אחרות. במקרים אלו, כאשר מתן השרות מבוצע על ידי חברות התעופה האחרות, בעוד שהמכירה בוצעה על ידי החברה, ההכנסות מוצגות בנטו, כלומר הקבוצה גובה את התקבולים הנובעים מהטסת הנוסעים, מעבירה את חלקה של חברת התעופה האחרת, ורושמת הכנסה בגין ההפרש ביניהם בלבד

(2) בנוגע לתוכניות למועדוני נוסעים החברה מיישמת את IFRIC 13 - "תכניות נאמנות לקוחות" בהתאם, עסקאות מכירת שירותים, בהן מעניקה הקבוצה ללקוחותיה זיכוי מענק, מטופלות כעסקאות מרובות רכיבים, תוך הקצאת התשלום המתקבל מהלקוח לרכיביו השונים של ההסכם, בהתבסס על השווי ההוגן של זיכוי המענק התמורה המיוחסת למענק מוכרת כהכנסה כאשר זיכוי המענק נפדים ומתקיימת מחויבות הקבוצה להספקת המענקים

הכנסות ממכירת נקודות מועדון לשותפים עסקיים נכללות ברובן כהכנסות מראש עד למועד ניצולן

(3) ההכנסות מהטסת מטענים נזקפות כהכנסות בדוח רווח והפסד עם מתן השרות

(4) עמלות לסוכנים המיוחסות להכנסות שטרם הוכרו, נכללות בדוחות הכספיים בסעיף "הוצאות מראש", והן תזקפנה כהוצאות מכירה בדוח הרווח וההפסד, במקביל להכרה בהכנסות

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טז. הוצאות אחזקה ושיפוץ מנועים:

הוצאות אחזקה ושיפוץ מנועים שאינם שיפוץ כללי ("אוברול") כאמור, נזקפות לדוח רווח והפסד בעת ביצוע עבודת התחזוקה או השיפוץ של המנועים בפועל

במקרים בהם החברה התקשרה בהסכמים בעלי אופי ביטוחי, רישמת החברה הוצאות על פי המוגדר בהסכמי הביטוח, ועלות השיפוצים הינה על חשבון המבטח

יז. הוצאות לאבטחת שירותי החברה:

השתתפות החברה בהוצאות הממשלה לאבטחת שירותי החברה, נקפת לדוח הרווח וההפסד עם התהוותן, על פי חלקה של החברה באותן הוצאות

יח. חכירות:

כללי:

הסדרי חכירה מסוגים כחכירה מימונית כאשר תנאי החוזה מעבירים את כל הסיכונים וההטבות המשמעותיים הנגזרים מהבעלות לחוכר יתר החכירות מסוגות כחכירות תפעוליות

חכירה מימונית:

בעסקאות חכירה מימונית בהן חוכרת הקבוצה נכסים מישות אחרת, מכירה הקבוצה במועד תחילת החכירה בנכס על פי הנמוך מבין שווי ההוגן לבין ערכם הנוכחי של תשלומי החכירה המינימאליים ההתחייבות להעברת תשלומי החכירה המינימאליים למחכיר מוצגת בדוח על המצב הכספי כהתחייבות פיננסית בגין חכירה בתקופות עוקבות, מוקצים תשלומים שוטפים בגין החכירה המימונית בין מרכיב המימון לרכיב ההתחייבות, באופן שיתקבל שיעור ריבית קבוע המחושב על יתרת ההתחייבות החלק שהוקצה למרכיב המימון נזקף לרווח והפסד

חכירה תפעולית:

הוצאות דמי שכירות בגין חכירה תפעולית (בעיקר חכירות מטוסים) מוכרות על בסיס הקו הישר על פני תקופת החכירה בהסדרי חכירה בהם בתחילת תקופת החכירה לא משולמים דמי חכירה, או משולמים דמי חכירה מופחתים, וכן מתקבלות הטבות נוספות מהמחכיר, מכירה החברה בהוצאות על בסיס קו ישר, על פני תקופת החכירה

יט. הפרשות:

(1) כללי:

הפרשות מוכרות כאשר לקבוצה קיימת מחויבות משפטית או מחויבות משתמעת כתוצאה מאירוע שהתרחש בעבר, בגין צפוי שימוש במשאבים כלכליים הניתנים לאומדן באופן מהימן על מנת לסלק את המחויבות

הסכום המוכר כהפרשה משקף את האומדן הטוב ביותר של ההנהלה לגבי הסכום שיידרש ליישוב המחויבות בהווה במועד הדוח על המצב הכספי תוך הבאה בחשבון של הסיכונים ואי הוודאויות הכרוכים במחויבות כאשר ההפרשה נמדדת תוך שימוש בתזרימי מזומנים חזויים לצורך יישוב המחויבות, הערך הפנקסני של ההפרשה הוא הערך הנוכחי של תזרימי המזומנים החזויים

כאשר כל הסכום או חלקו הדרוש ליישוב המחויבות בהווה צפוי להיות מושב על ידי צד שלישי, מכירה הקבוצה בנכס, בגין ההשבה, עד לגובה ההפרשה שהוכרה, רק כאשר וודאי למעשה (virtually certain) שהשיפוי יתקבל וכן ניתן לאומדו באופן מהימן

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יט. הפרשות: (המשך)

(2) תביעות משפטיות:

הדוחות כוללים הפרשות מתאימות לגבי תביעות כנגד חברות הקבוצה, אשר לדעת הנהלת הקבוצה לא תדחנה או תתבטלנה, וזאת למרות שהתביעות הנ"ל מוכחות על ידי חברות הקבוצה

הטיפול בתביעות אלו הינו בהתאם ל-IAS 37 על פי הוראות אלו, בגין תביעות שסבירות התממשותן צפויה (הסתברות מעל ל-50%), נכללות הפרשות אשר לדעת הנהלת הקבוצה, בהתבסס בין היתר על חוות דעת של יועציה המשפטיים, הן נאותות בנסיבות כל מקרה ומקרה

כ. תשלומים מבוססי מניות:

תשלומים מבוססי מניות לעובדים המסולקים במכשירים הוניים של הקבוצה נמדדים בשווים ההוגן במועד ההענקה הקבוצה מודדת במועד ההענקה את השווי ההוגן של המכשירים ההוניים המוענקים על ידי שימוש במודל בלק-שולס כאשר המכשירים ההוניים המוענקים אינם מבשילים עד אשר אותם עובדים משלימים תקופת שירות מוגדרת, הקבוצה מכירה בהסדרי התשלום מבוססי המניות בדוחות הכספיים על פני תקופת ההבשלה כנגד גידול בהון, תחת סעיף "קרן הון בגין תשלום מבוסס מניות" בתום כל תקופת דיווח, אומדת הקבוצה את מספר המכשירים ההוניים הצפוי להבשיל

כא. מסים נדחים:

חברות הקבוצה יוצרות מיסים נדחים בגין הפרשים זמניים בין ערכם לצורכי מס של נכסים והתחייבויות לבין ערכם בדוחות הכספיים יתרות המיסים הנדחים (נכס או התחייבות) מחושבות לפי שיעורי המס הצפויים בעת מימוש, בהתבסס על שיעורי המס וחוקי המס אשר נחקקו או אשר חקיקתם הושלמה למעשה, עד תאריך הדוח על המצב הכספי התחייבויות מיסים נדחים מוכרות, בדרך כלל, בגין כל ההפרשים הזמניים בין ערכם לצורכי מס של נכסים והתחייבויות לבין ערכם בדוחות הכספיים נכסי מיסים נדחים מוכרים בגין כל ההפרשים הזמניים הניתנים לניכוי עד לסכום שצפוי שתהיה הכנסה חייבת שכנגדה ניתן יהיה לנצל את ההפרש הזמני הניתן לניכוי

נכסי והתחייבויות מיסים נדחים מוצגים בקיזוז כאשר לישות קיימת זכות משפטית ניתנת לאכיפה לקיזוז נכסי מיסים כנגד התחייבויות מיסים, וכאשר הם מתייחסים למסים על ההכנסה המוטלים על ידי אותה רשות מס, ובכוונת הקבוצה לסלק את נכסי והתחייבויות המסים על בסיס נטו החברה ומספר חברות מאוחדות נישומות למס הכנסה במאוחד, ולפיכך נכסי מיסים נדחים והתחייבויות מיסים נדחים של אותן חברות מוצגים בקיזוז בחישוב המסים הנדחים לא מובאים בחשבון המסים שהיו חלים במקרה של מימוש ההשקעות בחברות מוחזקות, ככל שלהערכת הנהלת הקבוצה ההפרשים הזמניים נשואים מיסים נדחים אלו הינם בשליטת הקבוצה ואינם צפויים להתהפך בעתיד הנראה לעין

כב. הטבות עובדים:

(1) הטבות לאחר סיום העסקה.

הטבות הקבוצה לאחר סיום העסקה כוללות פנסיה, התחייבות לפיצויי פיטורין, מענקי הסתגלות לעובדים בכירים, פדיון ימי מחלה והטבות מסוימות לגמלאי החברה הטבות החברה לאחר סיום העסקה הינן בחלקן תוכניות להפקדה מוגדרת ובחלקן תוכניות להטבה מוגדרת הוצאות בגין התחייבות החברה להפקדת כספים במסגרת תכנית להפקדה מוגדרת (Defined Contribution Plan) נזקפות לדוח רווח והפסד במועד אספקת שירותי העבודה, בגינם מחויבת החברה לביצוע ההפקדה

הוצאות בגין תכנית להטבה מוגדרת (Defined Benefit Plan) נזקפות לדוח רווח והפסד בהתאם לשיטת יחידת הזכאות החזויה (Projected Unit Credit Method), תוך שימוש בהערכות אקטואריות המתבצעות בתום כל תקופת דיווח הערך הנוכחי של מחויבות החברה בגין תכנית להטבה מוגדרת נקבע באמצעות היוון תזרימי המזומנים העתידיים הצפויים בגין התכנית בתשואות שוק של אגרות חוב קונצרניות באיכות גבוהה הנקובות במטבע בו ישולמו ההטבות בגין התכנית, ובעלות תקופות פדיון זהות בקירוב למועדי הסילוק החזויים של התכנית

בהתאם למדיניות החשבונאית של הקבוצה, עלות הריבית נטו נכללת בדוח על הרווח או הפסד (במסגרת הוצאות השכר) ורווח כולל אחר (ראה ביאור 21) בדבר עמדת סגל חשבונאית מספר 1-21 של רשות

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ביאורים לדוחות הכספיים המאוחדים

ביאור 2 - עיקרי המדיניות החשבונאית (המשך)

כב. הטבות עובדים: (המשך)

(1) הטבות לאחר סיום העסקה: (המשך)

ניירות ערך קיומו של שוק עמוק באגרות חוב קונצרניות באיכות גבוהה בישראל לרבות הטיפול החשבונאי במעבר משיעור היוון המתאים לתשואות שוק של אגרות חוב ממשלתיות לשיעור היוון המתאים לתשואות שוק של אגרות חוב קונצרניות באיכות גבוהה החל מיום 31 בדצמבר 2014)

רווחים והפסדים אקטואריים נזקפים לרווח הכולל האחר במועד היווצרותם רווחים והפסדים אקטואריים שנזקפו לרווח כולל אחר לא יסווגו מחדש לרווח או הפסד במועד מאוחר יותר

נכסי התוכנית נמדדים בשווי הוגן הכנסת ריבית על נכסי תוכנית נקבעת על בסיס שיעור ההיוון של המחויבות (לתחילת התקופה, קרי, בשנת 2014, בהתאם לשיעור ההיוון המתאים לתשואות שוק של אגרות חוב ממשלתיות) ונזקפת לרווח והפסד כחלק מעלות הריבית נטו ההפרש בין הכנסת הריבית על נכסי תוכנית לבין התשואה הכוללת על נכסי התוכנית נזקף לרווח כולל אחר ולא יסווג מחדש לרווח או הפסד במועד מאוחר יותר

התחייבות החברה בגין תכנית הטבה מוגדרת המוצגת בדוח על המצב הכספי של החברה כוללת את הערך הנוכחי של המחויבות בגין הטבה מוגדרת בניכוי שוויים ההוגן של נכסי התוכנית

(2) הטבות עובדים אחרות לטווח ארוך:

הטבות עובדים אחרות לטווח ארוך, הן הטבות אשר צפוי כי ינוצלו או אשר עומדות לתשלום בתקופה העולה על 12 חודשים מתום התקופה בה סופק השירות המזכה בהטבה

הטבות עובדים אחרות בחברה כוללות מענק יובל הטבה זאת נזקפת לדוח רווח והפסד, בהתאם לשיטת יחידת הזכאות החזויה (Projected Unit Credit Method), תוך שימוש בהערכות אקטואריות המתבצעות בתום כל תקופת דיווח הערך הנוכחי של מחויבות החברה בגין ההטבה הנ"ל נקבע באמצעות היוון תזרימי המזומנים העתידיים הצפויים בגין התכנית בתשואות שוק של אגרות חוב קונצרניות באיכות גבוהה (ראה ביאור 21), הנקובות במטבע בו תשולם ההטבה, ובעלות תקופות פדיון זהות בקירוב למועדי הסילוק החזויים שלהן

רווחים והפסדים אקטואריים בגין הטבות עובדים אחרות לטווח ארוך נזקפים לרווח והפסד במועד היווצרותם

(3) הטבות עובדים לטווח קצר.

הטבות עובדים לטווח קצר, הן הטבות אשר צפויות להיות מסולקות במלואן לפני 12 חודשים מתום השנה בה נית השירות המזכה על ידי העובד

הטבות עובדים לטווח קצר בחברה כוללות את התחייבות החברה בגין שכר ומענקים הטבות אלו נזקפות לדוח רווח והפסד במועד היווצרותן ההטבות נמדדות בגובה הסכום הלא מהוון אותו חוזה החברה לשלם בגין מימוש זכאות זו הפרש בין גובה ההטבות לזמן קצר להן זכאי העובד, לבין הסכום ששולם בגין מוכר כהתחייבות

(4) חופשה:

בהתאם לחוק חופשה שנתית התשי"א-1951, זכאים עובדי החברה למספר ימי חופשה בתשלום בגין כל שנת עבודה בהתאם לחוק האמור ותוספת לו שנקבעה בהסכם בין החברה לעובדים, מספר ימי החופשה בשנה להם זכאי כל עובד נקבעים בהתאם לוותק של אותו עובד

החברה צופה כי ימי החופשה שטרם נוצלו לתום השנה בה סופק השירות המזכה בהטבה, לא ינוצלו במלואם לפני 12 חודשים מאותו מועד, ועל כן המחויבות בגינם נמדדת כהתחייבות אחרות לטווח ארוך, כמפורט להלן

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ביאור 2 - עיקרי המדיניות החשבונאית (המשך)

כב. הטבות עובדים: (המשך)

(4) חופשה (המשך)

לעניין הצגת ההתחייבות בדוח על המצב הכספי, אף על פי שמחויבות זו נמדדת כהטבות לטווח ארוך, מוצגת ההתחייבות בגין חופשה בהתחייבויות השוטפות במסגרת סעיף התחייבויות בגין הטבות לעובדים, זאת בשל העובדה כי אין לקבוצה זכות בלתי מותנית לדחות את סילוק ההתחייבות לאחר 12 חודשים מתום תקופת הדיווח

(5) תכניות פרישה מוקדמת:

התחייבות החברה בגין תוכניות פרישה מוקדמת נזקפות לדוח רווח והפסד כאשר החברה מחויבת לתכנית פיטורין פורמאלית, הכוללת לפחות, את המיקום, התפקיד ומספר העובדים המשוער שיפוטר, את ההטבות להן זכאים העובדים המפוטרים וכן את המועד בו תיושם התוכנית כמו-כן, תקופת הזמן להשלמת היישום תהיה כזו באופן שלא סביר שיהיו שינויים מהותיים לתוכנית סכום ההטבות נקבע תוך שימוש בשיעור היוון של אגרות חוב קונצרניות באיכות גבוהה (ראה ביאור 21(ז)) במועד ההכרה בו אין באפשרות הקבוצה לסגת מההצעה, החברה מכירה בהתחייבות בערכה הנוכחי בגין השלמת תשלומי הפנסיה על העובדים עד גיל הפרישה הסטטוטורי, וזקפת הוצאות לדוח רווח והפסד באותו מועד

כג. רווח למניה:

החברה מחשבת את סכומי הרווח הבסיסי למניה לגבי רווח או הפסד, המיוחס לבעלי המניות של החברה על ידי חלוקת רווח או הפסד, המיוחס לבעלי המניות הרגילות של החברה, בממוצע משוקלל של מספר המניות הרגילות הקיימות במחזור במהלך תקופת הדיווח לצורך חישוב הרווח המדולל למניה מתאמת החברה את הרווח או ההפסד, המיוחס לבעלי המניות הרגילות, ואת הממוצע המשוקלל של מספר המניות הקיימות במחזור, בגין ההשפעות של כל המניות הפוטנציאליות המדללות

כד. סיווג ריבית ששולמה, דיבידנדים ששולמו וריבית ודיבידנדים שהתקבלו בדוח על תזרימי המזומנים:

החברה מסווגת תזרימי מזומנים בגין ריבית ודיבידנדים אשר התקבלו בידיה וכן תזרימי מזומנים בגין ריבית ששולמה כתזרימי מזומנים אשר שימשו או נבעו מפעילות שוטפת

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ביאור 3 - תקני דיווח כספי חדשים ופרשנויות שפורסמו

א. תקנים, תיקונים לתקנים ופרשנויות חדשים המשפיעים על התקופה הנוכחית ו/או על תקופות דיווח קודמות.

• **תיקון IAS 36 "ירידת ערך נכסים" (בדבר גילויים אודות סכום בר השבה)**

התיקון מבהיר את התחולה וההיקף של דרישות הגילוי הנדרשות עבור נכסים (לרבות מוניטין) או יחידות מניבות מזומנים אשר הוכרה (או בוטלה) ירידת ערך בגינם, וכן קובע כי הגילויים הנדרשים עבור נכסים או יחידות מניבות מזומנים אלו אשר סכום בר ההשבה שלהם נקבע בהתבסס על שווים ההוגן, יהיו דומים במהותם לגילויים הנדרשים עבור מדידות שווי הוגן בהתאם לתקן דיווח כספי בינלאומי IFRS 13 "מדידת שווי הוגן".

התיקון מיושם למפרע על תקופות דיווח שנתיות המתחילות ביום 1 בינואר 2014

ראה ביאור 14 ה בדבר ירידת ערך רכוש קבוע

ב. **תקנים, פרשנויות ותיקונים לתקנים שפורסמו ואינם בתוקף, ולא אומצו באימוץ מוקדם בידי הקבוצה, אשר צפויה או עשויה להיות להם השפעה על תקופות עתידיות**

• **תיקון IFRS 8 "מגזרי פעילות"**

התיקון דורש להוסיף גילוי לגבי שיקול הדעת שיישמה ההנהלה בעת קיבוץ מגזרי פעילות לצורך הצגתם כמגזרי ברי דיווח, לרבות תיאור תמציתי של מגזרי הפעילות שקבוצו והנושאים שהוערכו על מנת לקבוע האם מגזרי הפעילות דומים במאפייניהם הכלכליים בנוסף, התיקון מבהיר כי נדרשת התאמה בין סך כל נכסי המגזרים בני הדיווח לבין נכסי הישות רק אם נכסים מגזריים מדווחים באופן סדיר למקבל ההחלטות התפעוליות הראשי

התיקונים ייושמו למפרע לתקופות דיווח שנתיות המתחילות ביום 1 ביולי 2014, או לאחריו

• **IFRS 9 "מכשירים פיננסיים"**

כללי

תקן דיווח כספי בינלאומי (2014) IFRS 9 "מכשירים פיננסיים" (להלן - התקן) הינו התקן הסופי של מכשירים פיננסיים התקן מבטל את השלבים הקודמים של IFRS 9 שפורסמו בשנים 2009, 2010 ו-2013 התקן הסופי כולל הוראות סיווג ומדידה של נכסים פיננסיים אשר תוקנו ביחס לאלו שפורסמו בשלב הראשון בשנת 2009 ומיושמות על ידי החברה וכן, כולל את הוראות הסיווג והמדידה של התחייבויות פיננסיות, מציע מודל מעודכן יותר ומבוסס עקרונות לגבי חשבונאות גידור ומציג מודל חדש לבחינת הפסד חזוי מירידת ערך כמפורט להלן בנוסף, מבטל התקן את פרשנות IFRIC 9 "בחינה מחדש של נגזרים משוברים" הגרסה של התקן אותה מיישמת החברה כיום שונה מהגרסה הסופית של התקן החברה תיישם את הוראות התקן הסופי, לרבות תיקון ההוראות אותן היא מיישמת כיום, החל מתקופות דיווח שנתיות המתחילות ביום 1 בינואר 2018 או לאחריו

נכסים פיננסיים

התקן קובע כי הנכסים הפיננסיים יוכרו וימדדו כלהלן

• מכשירי חוב יסווגו וימדדו לאחר ההכרה לראשונה תחת אחת החלופות הבאות עלות מופחתת, שווי הוגן דרך רווח או הפסד, או שווי הוגן דרך רווח כולל אחר קביעת מודל המדידה יהיה בהתחשב במודל העסקי של הישות בנוגע לניהול נכסים פיננסיים ובהתאם למאפיינים של תזרימי המזומנים החוזיים הנובעים מאותם נכסים פיננסיים

• ניתן לייעד מכשיר חוב אשר על פי המבחנים נמדד בעלות מופחתת או בשווי הוגן דרך רווח כולל אחר לשווי הוגן דרך רווח או הפסד, אך ורק כאשר הייעוד מבטל חוסר עקביות בהכרה ובמדידה שהיה נוצר אילו הנכס היה נמדד בעלות מופחתת או בשווי הוגן דרך רווח כולל אחר

• מכשירי הון ימדדו בשווי הוגן דרך רווח או הפסד

• ניתן לייעד במועד ההכרה לראשונה מכשירי הון לשווי הוגן דרך רווח כולל אחר מכשירים שיועדו כאמור, לא יהיו כפופים יותר לבחינה לירידת ערך ורווח או הפסד בגינם לא יעברו לרווח או הפסד, לרבות בעת המימוש

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ביאורים לדוחות הכספיים המאוחדים

ביאור 3 - תקני דיווח כספי חדשים ופרשנויות שפורסמו (המשך)

ב. תקנים, פרשנויות ותיקונים לתקנים שפורסמו ואינם בתוקף, ולא אומצו באימוץ מוקדם בידי הקבוצה, אשר צפויה או עשויה להיות להם השפעה על תקופות עתידיות (המשך)

• IFRS 9 "מכשירים פיננסיים" (המשך)

- נגזרים משבוצים לא יופרדו מחוזה מארח הנמצא בתחולת התקן חלף זאת, חוזים מעורבים יימדדו בכללותם בעלות מופחתת או בשווי הוגן, בהתאם למבחני המודל העסקי ותזרימי המזומנים החוזיים
- מכשירי חוב יסווגו מחדש רק כאשר הישות משנה את המודל העסקי שלה לניהול נכסים פיננסיים
- השקעות במכשירי הון שאין להם מחיר מצוטט בשוק פעיל לרבות נגזרים על מכשירים אלו יימדדו תמיד לפי השווי ההוגן חלופת המדידה לפי עלות בנסיבות מסוימות בוטלה יחד עם זאת התקן מציין שבנסיבות ספציפיות עלות עשויה להיות אומדן נאות לשווי הוגן

התחייבויות פיננסיות

התקן קובע גם את ההוראות הבאות בדבר התחייבויות פיננסיות

- השינוי בשווי ההוגן של התחייבות פיננסית המיועדת בעת ההכרה לראשונה לשווי הוגן דרך רווח או הפסד, המיוחס לשינויים בסיכון האשראי של ההתחייבות, ייזקף ישירות לרווח כולל אחר אלא אם זקיפה זו יוצרת או מגדילה חוסר עקביות במדידה החשבונאית (Accounting Mismatch)
- כאשר ההתחייבות הפיננסית נפרעת או מסולקת, סכומים שנזקפו לרווח כולל אחר לא יסווגו מחדש לרווח או הפסד
- כל הנגזרים, בין אם נכסים או התחייבויות, יימדדו בשווי הוגן דרך רווח או הפסד, לרבות מכשיר פיננסי נגזר המהווה התחייבות הקשור למכשיר הוני לא מצוטט שלא ניתן למדוד את שווי ההוגן באופן מהימן

גידור

התקן הסופי קובע הוראות גידור חדשות ונותן אפשרות לבחור כמדיניות חשבונאית האם ליישם את הוראות הגידור החדשות שיפורטו להלן בקצרה, או לחלופין את אלו הקיימות על פי IAS 39 כאשר יושלם בעתיד פרויקט הגידור, תיבחן שוב על ידי ה- IASB אפשרות בחירת המדיניות האמורה

במסגרת התקן הסופי נותרו על כנם שלושת סוגי חשבונאות הגידור: גידורי תזרימי מזומנים, שווי הוגן והשקעה נטו בפעילות חוץ עם זאת, בוצעו שינויים מהותיים ביחס לסוגי העסקאות הכשירות לחשבונאות גידור, בייחוד הרחבת הסיכונים הכשירים לחשבונאות גידור של פריטים לא- פיננסיים כמו כן, חלו שינויים באופן בו חוזי אקדמה ואופציות נגזרים יטופלו כאשר הם מהווים מכשירים מגדרים

בנוסף, הוחלפו חלק מבדיקות אפקטיביות הגידור במבחן עקרוני יותר המבוסס על "יחסים כלכליים" הערכת אפקטיביות הגידור למפרע לא תידרש עוד

דרישות הגילוי ביחס לפעילויות ניהול הסיכונים של החברה הורחבו במסגרת התקן החדש

ירידת ערך

מודל ירידת הערך החדש המבוסס על הפסדי אשראי צפויים ייושם למכשירי חוב הנמדדים לפי עלות מופחתת או לפי שווי הוגן דרך רווח כולל אחר, ח"בים בגין חכירה, נכסי חוזה המוכרים לפי IFRS 15 ומחויבויות כתובות למתן הלוואות וחוזי ערבות פיננסית

ההפרשה לירידת ערך תהיה לגבי הפסדים חזויים לפי הסתברות לחדלות פירעון ב-12 החודשים הקרובים (בשנה הקרובה), או לפי הסתברות לחדלות פירעון לכל אורך חיי המכשיר (lifetime) בחינה לכל אורך חיי המכשיר נדרשת אם סיכון האשראי עלה משמעותית ממועד ההכרה לראשונה בנכס גישה אחרת חלה אם הנכס הפיננסי נוצר או נרכש כאשר הוא פגום (credit-impaired)

התקן מוסיף הנחיות הצגה וגילויים בקשר עם ירידות ערך של מכשירים פיננסיים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 3 - תקני דיווח כספי חדשים ופרשנויות שפורסמו (המשך)

ב. תקנים, פרשנויות ותיקונים לתקנים שפורסמו ואינם בתוקף, ולא אומצו באימוץ מוקדם בידי הקבוצה, אשר צפויה או עשויה להיות להם השפעה על תקופות עתידיות (המשך)

▪ **IFRS 9 "מכשירים פיננסיים" (המשך)**

מועד תחילה ואפשרויות אימוץ מוקדם

התקן ייכנס לתוקף מחייב לגבי תקופות דיווח שנתיות המתחילות ביום 1 בינואר 2018 או לאחריו יישום מוקדם אפשרי

ככלל, הוראות התקן הסופי לגבי נכסים והתחייבויות פיננסיות ייושמו למפרע עוד נקבע, כי על אף היישום למפרע, הוראות המתייחסות לגידור ייושמו, ככלל, בדרך של 'מכאן ולהבא' עם יישום למפרע מוגבל

בשלב זה אין ביכולתה של הנהלת החברה לאמוד את השפעת יישום התקן על מצבה הכספי ותוצאות פעולותיה

▪ **IFRS 15 "הכנסות בגין חוזים עם לקוחות"**

התקן החדש קובע מנגנון מקיף ואחיד המסדיר את הטיפול החשבונאי בהכנסות הנובעות מחוזים עם לקוחות התקן מבטל את תקן חשבונאות בינלאומי IAS 18 "הכנסות" ותקן חשבונאות בינלאומי IAS 11 "חוזי הקמה" והפרשנויות הנלוות להם עיקרון הליבה של התקן הוא שההכרה בהכנסה תשקף את העברת הסחורות או השירותים ללקוחות בסכום המייצג את ההטבות הכלכליות שהישות צופה לקבל בתמורה להם לשם כך, קובע התקן כי ההכרה בהכנסה תתקיים כאשר הישות מעבירה ללקוח את הסחורות ו/או השירותים המנויים בחוזה עמו באופן שהלקוח משיג שליטה על אותם סחורות או שירותים

התקן קובע מודל בעל חמישה שלבים ליישום עקרון זה

1 זיהוי החוזה (או החוזים) עם הלקוח

2 זיהוי מחויבויות הביצוע בחוזה

3 קביעת מחיר העסקה

4 הקצאת מחיר העסקה למחויבויות הביצוע

5 הכרה בהכנסה כאשר הישות משלימה מחויבות ביצוע

יישום המודל תלוי בעובדות ובנסיבות ספציפיות לחוזה ומחייב, לעיתים, הפעלת שיקול דעת נרחב

בנוסף, קובע התקן דרישות גילוי נרחבות לגבי חוזים עם לקוחות, האומדנים המשמעותיים והשינויים בהם אשר שימשו בעת יישום הוראות התקן, וזאת על מנת לאפשר למשתמשי הדוחות הכספיים להבין את המהות, הכמות, העיתוי והמהימנות של ההכנסות ושל תזרימי המזומנים הנובעים מהחוזים עם הלקוחות

התקן ייכנס לתוקף מחייב לגבי תקופות דיווח שנתיות המתחילות ביום 1 בינואר 2017 או לאחריו יישום מוקדם אפשרי ככלל, התקן ייושם למפרע, אולם ישויות תהיינה רשאיות לבחור התאמות מסוימות במסגרת הוראות המעבר של התקן לעניין יישומו לתקופות דיווח קודמות

בשלב זה, לומדת החברה את השפעת הוראות התקן על החוזים שלה עם לקוחותיה ועל אופן ההכרה בהכנסה מהם בחינה זו טרם נסתיימה

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 4 - שיקולי דעת חשבונאיים קריטיים ומקורות מפתח לאומדני אי וודאות

א. כללי:

ביישום המדיניות החשבונאית של הקבוצה, המתוארת בביאור 2 לעיל, נדרשת הנהלת החברה, במקרים מסוימים, להפעיל שיקול דעת חשבונאי נרחב בנוגע לאומדנים והנחות בקשר לערכם הפקסני של נכסים והתחייבויות שאינם בהכרח בנמצא ממקורות אחרים. האומדנים וההנחות הקשורות, מבוססים על ניסיון העבר וגורמים אחרים הנחשבים כרלוונטיים. התוצאות בפועל עשויות להיות שונות מאומדנים אלה.

האומדנים וההנחות שבבסיסם, נבחנים בידי ההנהלה באופן שוטף. שינויים לאומדנים החשבונאיים מוכרים רק בתקופה בה בוצע שינוי באומדן במידה והשינוי משפיע רק על אותה תקופה או מוכרים בתקופה האמורה ובתקופות עתידיות במקרים בהם השינוי משפיע הן על התקופה הנוכחית והן על התקופות העתידיות.

ב. שיקולי דעת חשבונאיים קריטיים ומקורות מפתח לאומדני אי וודאות.

(1) הפרשות להליכים משפטיים:

לצורך בחינת הנפקות המשפטיות של תביעות שהוגשו כנגד החברה, כמו גם לקביעת הסבירות כי הן תתממשנה לרעתה, מסתמכת הנהלת החברה על חוות דעת של יועצים משפטיים ומקצועיים. לאחר שיועציה של החברה מגבשים את עמדתם המשפטית ואת סיכוייה של החברה באשר לנשוא התביעה, בין אם החברה תצטרך לשאת בתוצאותיה או שיש ביכולתה לדחות אותה, אומדת הנהלת החברה את הסכום אותו יש לרשום בדוחות הכספיים, אם בכלל. מאחר שתוצאות התביעות תקבענה בבתי המשפט, עלולות התוצאות להיות שונות מהערכות הנהלת החברה ובכך להשפיע באופן מהותי על מצבה הכספי ותוצאות פעולותיה של החברה.

לתביעות מכומתות ושאינן מכומתות בסכומים כספיים, התלויות ועומדות כנגד החברה ליום 31 בדצמבר 2014, ראה ביאור 24 ג.

(2) הטבות עובדים:

הערך הנוכחי של התחייבות החברה לתשלום פיצויי פיטורין, לתוכנית פנסיה, חופשה ולהטבות נוספות לעובדיה, מתבסס על מספר רב של נתונים, אשר נקבעים על בסיס הערכה אקטוארית, תוך שימוש במספר רב של הנחות, לרבות שיעור היוון שינויים בהנחות האקטואריות עשויים להשפיע על ערכן הפקסני של התחייבויות החברה לתשלום פיצויי פיטורין ותשלומי פנסיה. החברה אומדת את שיעור ההיוון אחת לשנה, ליום 30 בספטמבר 2014 שיעור ההיוון שנעשה בו שימוש היה של אגרות חוב ממשלתיות החל מהדוחות הכספיים השנתיים הללו, בעקבות החלטתה של הרשות לניירות ערך על קיומו של שוק אג"ח עמוק, מתבססת החברה על שיעור ההיוון של אגרות חוב קונצרניות לתקופה דומה. הנחות מפתח אחרות נקבעות בהתבסס על התנאים השוררים בשוק, ועל בסיס הניסיון שנצבר בחברה לפרטים נוספים אודות ההנחות בהן עשתה החברה שימוש, ראה ביאור 21.

(3) ירידת ערך מטוסים:

כאמור לעיל בביאור 2 יא, בצי מטוסים בו קיימים סימנים המעידים על ירידת ערך, מבצעת החברה אומדן של הסכום בר-ההשבה של אותו צי מטוסים. סכום בר ההשבה הינו הגבוה מבין שווי הוגן של המטוסים בניכוי עלויות מכירה לבין שווי השימוש בהם. בהערכת שווי השימוש, אומדת החברה את תזרימי המזומנים העתידיים הצפויים לבוע משימוש מתמשך בנכס ומימושו בתום תקופת המימוש, ומנכה אותם לערכם הנוכחי, תוך שימוש בשיעור היוון המשקף את הסיכון התפעולי של צי המטוסים המבוסס על שיעור ההיוון המשוקלל של החברה.

לגבי ההנחות העיקריות אשר שימשו בתחשיב היוון תזרימי המזומנים, ראה ביאור 14 ה. שינויים מהותיים בהנחות אלו, או בחלקן, עלולים להשפיע על שווי הסכום בר ההשבה של מטוסים אלו.

(4) תוכניות למועדוני נוסעים:

כאמור בביאור 2 טו, לקביעת יתרת ההכנסות מראש בגין נקודות הנוסע המתמיד שנצברו לתאריך הדוחות וטרם נוצלו, התבססה החברה על מחירי מכירה של נקודות מועדון הנוסע המתמיד לשותפים עסקיים (לאחר ביצוע התאמות), ועל ניסיון החברה לגבי תחזית ניצול הנקודות.

שינויים בהערכת ההנהלה לגבי שווי הנקודה, עשויים להשפיע על הכנסות החברה.

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 4 - שיקולי דעת חשבונאיים קריטיים ומקורות מפתח לאומדני אי וודאות (המשך)

ב. שיקולי דעת חשבונאיים קריטיים ומקורות מפתח לאומדני אי וודאות: (המשך)

(5) אורך חיים שימושיים של רכוש קבוע וחלפים.

מטוסי החברה מופחתים לאורך יתרת החיים השימושיים שלהם. ציוד הטיסה כמו אביזרים וחלפים מופחת לאורך חיי צי המטוסים הרלוונטי לו. כאמור בביאור 2 ט 2, הנהלת החברה בוחנת אחת לשנה את אומדן אורך החיים השימושיים של פריטי רכוש קבוע.

שינויים בפועל ביתרת אורך החיים השימושיים יביאו לשינויים בשיעורי הפחת

(6) שווי הוגן של מכשירים פיננסיים:

החברה מציגה את המכשירים הפיננסיים הנגזרים בהתאם לשווי הוגן. כאמור בביאור 2'ב, שווי הוגן של מכשירים פיננסיים המסווגים ברמה שנייה מבוסס על שימוש בנתונים נצפים, במישרין או בעקיפין. ראה ביאור 26'א לשינויים בשווי הוגן של המכשירים הפיננסיים הנגזרים יש השפעה מהותית על הדוחות הכספיים של החברה.

ביאור 5 - התאמה לא מהותית של מספרי השוואה

במסגרת עריכת הדוחות הכספיים לשנת 2014, בחנה החברה את תחשיבי ההתחייבות לחופשה ומנוחה במסגרת בחינה זו, עלה כי בחלק מהיתרות הצבורות בהם להערכת הנהלה יתרת החופשה והמנוחה של העובד לא תנוצל, אלא תפדה, בעת פרישתו, נזקפו הפרשות סוציאליות, שהעובד אינו זכאי להן בעת הפדיון. ההתאמה כאמור, משקפת את ביטולן של ההפרשות הסוציאליות כאמור. ההשפעה של התיקון האמור לתקופות המדווחות אינה מהותית וברובה נזקפה ליתרת הפתיחה של העודפים ליום 1 לינואר, 2012.

א. השפעת ההתאמה הלא מהותית על סעיפי הדוח על המצב הכספי:

כפי שדווח בעבר	השפעת תיאום למפרע אלפי דולר	לאחר השפעת תיאום למפרע
ליום 31 בדצמבר 2013:		
109,551	(4,930)	104,621
38,778	1,306	40,084
(258,144)	3,624	(254,520)
התחייבויות שוטפות בגין הטבות לעובדים		
מסים נדחים		
עודפים		

ב. השפעת ההתאמה הלא מהותית על סעיפי רווח והפסד:

כפי שדווח בעבר	השפעת תיאום למפרע אלפי דולר	לאחר השפעת תיאום למפרע
לשנה שהסתיימה ביום 31 בדצמבר 2013:		
(1,754,167)	1,339	(1,752,828)
(204,807)	93	(204,714)
(106,041)	235	(105,806)
37,545	1,667	39,212
(12,103)	(442)	(12,545)
25,442	1,225	26,667
הוצאות הפעלה		
הוצאות מכירה		
הוצאות הנהלה וכלליות		
רווח לפני מיסים על ההכנסה		
מיסים על ההכנסה		
רווח לשנה		

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 5 - התאמה לא מהותית של מספרי השוואה (המשך)

ב. השפעת ההתאמה הלא מהותית על סעיפי רווח והפסד: (המשך)

לשנה שהסתיימה ביום 31 בדצמבר 2012	כפי שדווח בעבר	השפעת תיאום למפרע אלפי דולר	לאחר השפעת תיאום למפרע
הוצאות הפעלה	(1,701,669)	(267)	(1,701,936)
הוצאות מכירה	(207,960)	(19)	(207,979)
הוצאות הנהלה וכלליות	(96,371)	(47)	(96,418)
הפסד לפני מיסים על ההכנסה	(23,095)	(333)	(23,428)
הטבת מס	5,142	88	5,230
הפסד לשנה	(17,953)	(245)	(18,198)

ג. השפעת ההתאמה הלא מהותית על יתרת הפתיחה של ההון ליום 1 בינואר 2012 :

הון אלפי דולר	
136,866	יתרה ליום 1 בינואר 2012
2,644	התאמה לא מהותית של מספרי השוואה
139,510	יתרה ליום 1 בינואר 2012 לאחר התאמה לא מהותית של מספרי השוואה

ביאור 6 - מזומנים ושווי מזומנים

ההרכב:

ליום 31 בדצמבר		
2013	2014	
אלפי דולר	אלפי דולר	
40,567	21,778	מזומנים ויתרות בבנקים
45,573	32,903	פיקדונות לזמן קצר
86,140	54,681	סה"כ מזומנים ושווי מזומנים

ביאור 7 - פיקדונות משועבדים

ההרכב:

ליום 31 בדצמבר		
2013	2014	
אלפי דולר	אלפי דולר	
-	34,611	פיקדונות משועבדים לטובת עסקאות גידור דלק סילוני
8,050	5,000	פיקדונות שהעמידה החברה כבטוחה לטובת מוסד בנקאי ראה ביאור 20 ה 1
8,050	39,611	סה"כ פיקדונות משועבדים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 8 - פיקדונות לזמן קצר

ליום 31 בדצמבר 2014 - פיקדון שקלי, שווה ערך לסך של 8,382 אלפי דולר (כולל ריבית שנצברה), שמקורו בתמורת מימושי אופציות (סדרה 1) שקיבלה החברה, העולים על סכום ה"גרעון" בקופת הפיצויים של העובדים הזכאים - כאמור בביאור 21ג (3) ב (ליום 31 בדצמבר 2013 סך הפיקדון האמור היה 9,341 אלפי דולר)

ביאור 9 - לקוחות

א. ההרכב:

ליום 31 בדצמבר		
2014	2013	
אלפי דולר	אלפי דולר	
96,597	96,113	חשבונות פתוחים
27,660	26,840	חברות כרטיסי אשראי
1,974	7,406	חברות תעופה (ראה 1 להלן)
126,231	130,359	
(7,511)	(5,215)	בניכוי - הפרשה לחובות מסופקים
118,720	125,144	

1 רוב ההתחשבנות בין חברות התעופה, מוסדרת באמצעות מערכת סליקה של האיגוד הבינלאומי לתעופה אווירית (יאט"א)

2 תקופת האשראי הממוצעת בהספקת שירותי החברה הינה כ- 27 ימים (בשנת 2013 כ- 27 ימים) בתקופה זו, לא מחויבים לקוחות הקבוצה בתשלומי ריבית

לקוחות החברה כוללים מספר סוגי לקוחות בארץ ובעולם. סוכני יאט"א, סוכנים שאינם יאט"איים ולקוחות עסקיים איכות האשראי של סוכני יאט"א נקבעת בהתאם לפרמטרים של מערכת הסליקה הבנקאית (BSP) לגבי סוכני נוסעים ו-CASS לגבי סוכני מטען בחו"ל. בגין סוכנים אלה דורשים הגופים האמורים ערבויות בנקאיות בהתאם לכללי יאט"א בנוסף, לחברה ביטוח בגין סיכון האשראי של סוכני יאט"א בישראל ביטוח זה, אינו מכסה את כלל החשיפה של החברה בגין סיכון האשראי באשר לסוכנים שאינם יאט"איים, דורשת החברה המצאת ערבויות ו/או בטחונות לגבי לקוחותיה העסקיים, יש לחברה ביטוח סיכון אשראי (בסס"ח)

יתרת לקוחות הקבוצה ליום 31 בדצמבר 2014 כוללת סך של 3,883 אלפי דולר, אשר מועד פירעונם חלף (ליום 31 בדצמבר 2013 3,269 אלפי דולר), אולם הקבוצה, בהתבסס על ניסיון העבר שלה ועל איכות האשראי של החייבים, לא ביצעה הפרשה לחובות מסופקים בגינם, מאחר ולהערכתה הם ניתנים לגבייה הקבוצה אינה מחזיקה בביטחונות בגין חובות אלה

תקופת החוב הממוצעת של חובות לקוחות שתאריך פירעונם חלף ליום 31 בדצמבר 2014 היא כ- 35 ימים (ליום 31 בדצמבר 2013 כ- 36 ימים)

ב. גיל חובות הלקוחות שחרגו מימי האשראי שנקבע להם ולא נכללה בגינם הפרשה לחובות מסופקים

ליום 31 בדצמבר		
2014	2013	
אלפי דולר	אלפי דולר	
2,052	1,916	0-30 ימים
1,382	770	31-60 ימים
13	194	61-90 ימים
436	389	מעל 90 ימים
3,883	3,269	סך הכל

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 9 - לקוחות (המשך)

ג. תנועה בהפרשה לחובות מסופקים

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
4,296	5,215
2,274	2,296
(1,355)	-
<u>5,215</u>	<u>7,511</u>

יתרה לתחילת השנה
הפסד מירידת ערך בגין לקוחות, נטו
סכומי חובות מסופקים שנמחקו
יתרה לסוף השנה

בקביעת סבירות הפירעון של חובות לקוחות, בוחנת הקבוצה שינויים באיכות האשראי של הלקוח ממועד הענקת האשראי ועד למועד הדיווח ריכוז סיכונים האשראי מוגבל, לאור היות בסיס הלקוחות גדול והיותו מחולק לענפים ואזורים גיאוגרפיים שונים

ד. גיל חובות הלקוחות שבוצעה בגינם הפרשה לחובות מסופקים:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
-	-
-	-
133	152
5,082	7,359
<u>5,215</u>	<u>7,511</u>

0-30 ימים
31-60 ימים
61-90 ימים
מעל 90 ימים
סך הכל

ביאור 10 - חייבים ויתרות חובה

ההרכב:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
13,754	12,290
3,096	3,013
5,294	4,480
<u>22,144</u>	<u>19,783</u>

מוסדות ממשלתיים
פיקדונות אצל נותני שירותים
חייבים אחרים

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 11 - הוצאות מראש

ההרכב:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
15,370	14,775
1,383	963
5,833	5,123
4,403	5,604
26,989	26,465

שוטפות:

עמלות בגין כרטיסי טיסה שטרם נוצלו
 עמלות בגין נקודות מועדון נוסעים
 חכירת מטוסים ומנועים
 אחרות

לא שוטפות:

עמלות בגין נקודות מועדון נוסעים
 חכירת מטוסים

2,177	2,057
7,467	7,278
9,644	9,335

ביאור 12 - מלאי

ההרכב:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
10,656	5,778
*9,625	10,879
3,341	3,832
176	94
23,798	20,583

דלק סילוני לתצרוכת
 חומרים ומצרכי מזון
 כימיקלים
 אחר

* סווג מחדש מרכוש קבוע למלאי

ביאור 13 - השקעה בחברות מוחזקות

א. חברות מאוחדות:

פירוט החברות המאוחדות של הקבוצה:

היקף ההשקעה בחברה מאוחדת (*)		שיעור ההחזקה בזכויות בהון חברה מאוחדת ליום 31 בדצמבר		שם החברה		מדינת התאגדות
2013	2014	2013	2014			
אלפי דולר	אלפי דולר	%	%			
1,309	1,283	100%	100%	ישראל	(1)	מוחזקות במישרין:
4,828	4,910	100%	100%	ארה"ב	(2)	תמ"מ
(198)	(160)	100%	100%	אנגליה	(3)	בורנשטיין
3	3	100%	100%	ישראל	(4)	סופרסטאר
-	-	100%	100%	ישראל	(5)	סאן דור
						כתית

(*) היקף ההשקעה בחברה מוחזקת במישרין מחושב כסכום נטו בהתבסס על הדוחות המאוחדים, המיוחס לבעלי מניות החברה האם, של סך הנכסים בניכוי סך ההתחייבויות, בתוספת הלוואות שניתנו לחברות מוחזקות

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 13 - השקעה בחברות מוחזקות (המשך)

א. חברות מאוחדות: (המשך)

(1) תמ"מ תעשיות מזון מטוסים (נמל תעופה בן גוריון) בע"מ ("תמ"מ"):

עיסוקה העיקרי של תמ"מ הוא יצור ואספקה של ארוחות מוכנות כשרות לחברות תעופה. עיקר מכירותיה של תמ"מ הן לחברה ומיעוטן לחברות תעופה אחרות וללקוחות אחרים. תמ"מ מספקת לחברה שרותי הסעדה ומזון למטוסיה בהתאם למחירים שנקבעו בין הצדדים.

בהתאם להסכם עם רשות שדות התעופה (להלן - "הרשות") מורשית תמ"מ להשתמש בשטח בבעלות הרשות תמורת דמי הרשאה מוסכמים הנגזרים ממחזור הפעילות של תמ"מ.

בחודש מאי 2014 פרסמה רשות שדות התעופה מכרז לקבלת עד שלוש הרשאות לייצור, שינוע, פריקה, טעינה ואספקה של מזון ומוצרים נלווים למטוסים. במסגרת מכרז זה יידרשו הזכיינים לבנות ולהפעיל מבנה לאספקת מזון למטוסים במשך 25 שנה (כולל תקופת הבנייה). בעקבות מכרז זה מעריכה תמ"מ כי יהיה עליה לפנות את מפעלה ממקומו הנוכחי ולעבור למקום חדש. המעבר צפוי להתבצע לא לפני שנת 2018.

(2) בורנשטיין קיטרס אינק (ארה"ב) - ("בורנשטיין"):

עיסוקה העיקרי של בורנשטיין הרשומה בארה"ב והפועלת בנמל התעופה ע"ש קנדי בניו-יורק, הוא ייצור ואספקה של ארוחות מוכנות כשרות לחברות תעופה ולמוסדות אחרים. החברה הינה הלקוח העיקרי של בורנשטיין, שכל מניותיה מוחזקות בידי החברה.

(3) סופרסטאר הולדינגס לימיטד (אנגליה) - ("סופרסטאר"):

סופרסטאר - חברה הרשומה באנגליה ובווילס והנמצאת בבעלותה המלאה של החברה, הינה סיטונאי תיירות, המשווקת חבילות תיור וכן כרטיסי טיסה לסוכני נסיעות ולנוסעים בודדים. לסופרסטאר סניפים במספר ערים בחו"ל.

(4) סאן דור נתיבי אויר בינלאומיים בע"מ ("סאן דור"):

פעילות השכר של הקבוצה, מבוצעת באמצעות סאן דור. סאן דור פועלת כמארגן תיירות לסיטונאים וליחידים ומשווקת טיסות שכר וטיסות סדירות, הן על ידי החכרת קיבולת מטוסים שלמים לצד ג', או קיבולת של חלקי מטוס למספר שותפים במחירים מוסכמים מראש, או מכירה ישירה. החל משנת 2011 סאן דור פועלת כמארגן תיירות, תוך שמירה על המותג "סאן דור" בטיסות הסדירות ובטיסות השכר המשווקות על ידיה ומבוצעות על ידי החברה (בימי אמצע השבוע) ועל ידי חברות תעופה אחרות (בטיסות סוף שבוע וחגים).

(5) כתית בע"מ ("כתית"):

כתית הינה חברת בת בבעלות מלאה של החברה והינה מפעילה מספר מסעדות לעובדי החברה בנמל התעופה בן גוריון, מזנונים בבנייני המשרדים של החברה ואת טרקלין המלך דויד בנמל התעופה בן גוריון.

בתמורה לשירותים שמספקת כתית לחברה, מכסה החברה את עודף עלות ההפעלה על ההכנסות שנוצרו לכתית בכל תקופה.

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 13 - השקעה בחברות מוחזקות (המשך)

ב. חברות כלולות:

(1) חברות כלולות שדוחותיהן הכספיים לא צורפו לדוחות החברה

שמות חברות כלולות שדוחותיהן הכספיים לא צורפו לדוחות החברה	הסיבה בגינה לא צורפו הדוחות הכספיים של החברות הכלולות
מסופי מטען וניטול בע"מ (ממן)	חברה ציבורית

הרכב ההשקעות המטופלות לפי שיטת השווי המאזני:

ליום 31 בדצמבר		
2013	2014	
אלפי דולר	אלפי דולר	
16,809	16,091	ממן
834	1,015	קווי חופשה
13	13	איירתור
4	4	ACI
17,660	17,123	סה"כ

הרכב ההשקעה בחברת ממן:

ליום 31 בדצמבר		
2013	2014	
אלפי דולר	אלפי דולר	
12,135	12,135	עלות המניות
1,864	2,290	כתבי אופציה הניתנים למימוש למניות
		חלק ברווחים שנצברו מתאריך הרכישה, בניכוי דיבידנד
1,371	2,343	שהתקבל, נטו ממס
1,439	(677)	קרן הון מהפרשי תרגום
16,809	16,091	סה"כ השקעה בחברת ממן

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 14 - רכוש קבוע וציוד טיסה

א. ההרכב:

עלות:	בנינים ומתקנים ⁽¹⁾	מטוסים וציוד טיסה ⁽²⁾	תשלומים על חשבון מטוסים ומנועים ⁽³⁾	מכונות וציוד קרקע	מחשבים ורהוט משרדי	כלי רכב וציוד מוסך	סך הכל
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
ליום 1 בינואר 2014	119,089	1,980,850	79,806	65,021	151,671	6,344	2,402,781
מיון	-	53,370	(53,370)	-	-	-	-
תוספות	4,563	107,464	50,758	3,347	7,491	344	173,967
גריעות	-	(87,306)	-	(2,236)	(60)	(118)	(89,720)
ליום 31 בדצמבר 2014	123,652	2,054,378	77,194	66,132	159,102	6,570	2,487,028
פחת שנצבר:	86,804	960,183	-	56,538	143,051	5,374	1,251,950
ליום 1 בינואר 2014	3,521	97,579	-	1,300	5,639	249	108,288
פחת השנה	-	(60,078)	-	(1,060)	(60)	(114)	(61,312)
גריעות	-	-	-	-	-	-	-
ליום 31 בדצמבר 2014	90,325	997,684	-	56,778	148,630	5,509	1,298,926
עלות מופחתת:	33,327	1,056,694	77,194	9,354	10,472	1,061	1,188,102
ליום 31 בדצמבר 2014							
עלות:	בנינים ומתקנים ⁽¹⁾	מטוסים וציוד טיסה ⁽²⁾	תשלומים על חשבון מטוסים ומנועים ⁽³⁾	מכונות וציוד קרקע	מחשבים ורהוט משרדי	כלי רכב וציוד מוסך	סך הכל
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
ליום 1 בינואר 2013	116,511	2,214,335	68,311	63,589	145,021	8,605	2,616,372
מיון	-	38,118	(38,118)	-	-	-	-
תוספות	2,578	108,737	49,613	1,966	6,921	924	170,739
גריעות	-	*(380,340)	-	(534)	(271)	(3,185)	(384,330)
ליום 31 בדצמבר 2013	119,089	1,980,850	79,806	65,021	151,671	6,344	2,402,781
פחת שנצבר:	83,503	1,202,453	-	55,746	137,673	8,038	1,487,413
ליום 1 בינואר 2013	3,301	92,257	-	889	5,424	182	102,053
פחת השנה	-	(334,527)	-	(97)	(46)	(2,846)	(337,516)
גריעות	-	-	-	-	-	-	-
ליום 31 בדצמבר 2013	86,804	960,183	-	56,538	143,051	5,374	1,251,950
עלות מופחתת:	32,285	1,020,667	79,806	8,483	8,620	970	1,150,831
ליום 31 בדצמבר 2013							
שיעור פחת שנתי	5%-8%	(ראה ב 2)	-	5%-20% (בעיקר 10%)	5%-33% (בעיקר 33%)	10%-20% (בעיקר 15%)	

* סווג מחדש
(1) ראה ח להלן
(2) ראה ב להלן
(3) ראה ג להלן

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 14 - רכוש קבוע וציוד טיסה (המשך)

ב. מטוסי בואינג וציוד טיסה:

(1) ההרכב:

ליום 31 בדצמבר 2013			ליום 31 בדצמבר 2014			צי המטוסים ודגם	כמות בהפעלה
יתרה	פחת נצבר	עלות	יתרה	פחת נצבר	עלות		
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר		
						747-400	
133,983	353,738	487,721	106,478	382,165	488,643	מטוסי נוסעים	6
1,342	6,907	8,249	1,069	7,180	8,249	מנועים להחלפה	
59,067	3,633	62,700	56,700	-	56,700	שיפוצי מנוע כלליים (1)	
194,392	364,278	558,670	164,247	389,345	553,592		
						(2) 737-700/800/900	
263,371	101,656	365,027	330,168	123,262	453,430	מטוסי נוסעים (3)	12
4,857	1,104	5,961	4,561	1,400	5,961	מנועים להחלפה	
25,640	25,722	51,362	40,955	26,985	67,940	שיפוצי מנוע כלליים	
293,868	128,482	422,350	375,684	151,647	527,331		
						767-200/300	
902	42,746	43,648	6,528	4,992	11,520	מטוסי נוסעים (4)	2
-	-	-	-	-	-	מנועים להחלפה	
-	-	-	-	-	-	שיפוצי מנוע כלליים	
902	42,746	43,648	6,528	4,992	11,520		
						(5) 777-200	
412,318	256,741	669,059	383,283	286,977	670,260	מטוסי נוסעים	6
6,209	5,186	11,395	5,567	5,828	11,395	מנועים להחלפה	
31,121	-	31,121	31,121	-	31,121	שיפוצי מנוע כלליים	
449,648	261,927	711,575	419,971	292,805	712,776		
938,810	797,433	1,736,243	966,430	838,789	1,805,219		26
81,857	162,750	*244,607	90,264	158,895	249,159	אביזרים וחלפים - כללי	
1,020,667	960,183	1,980,850	1,056,694	997,684	2,054,378		

* סווג מחדש

(1) לגבי מכירת מנועים, ראה ביאור 14 ד 2

(2) כולל שלושה מטוסים בחכירה מימונית

(3) לגבי רכישת מטוסי 737-900ER חדשים, ראה ביאור 14 ד (1)

(4) לגבי רכישת מטוסי 767-300, ראה ביאור 14 ד (3) ו- (4)

(5) כולל שלושה מטוסים בחכירה מימונית

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 14 - רכוש קבוע וציוד טיסה (המשך)

ב. מטוסי בואינג וציוד טיסה (המשך)

(2) שיעורי הפחת.

שיעור הפחת השנתי של כל מטוס נקבע בהתחשב בערך השייר שלו, כפי שמופיע במחירוני המטוסים המקובלים, האומדים את ערך המטוס לשנה בה על פי הערכת ההנהלה צפוי להסתיים השימוש של החברה באותו מטוס

להלן שיעורי הפחת השנתי הממוצע של ציי המטוסים ביחס לעלות (לאחר ניכוי ערך השייר) לשנת 2014

שיעור פחת שנתי ממוצע	צי המטוסים
6 5%	737
6 8%	747-400
5 5%	777

נכון ליום 31 בדצמבר 2014 יתרת השנים הצפויה להפעלה שנותרה לצי המטוסים של החברה הינה בין שנה ל- 20 שנים

שיעור הפחת השנתי של המנועים להחלפה (גוף המנוע) נקבע על פי מספר השנים הממוצע שנותר לאותו צי מטוסים אליו שייכים המנועים

שיפוצי מנוע כלליים ("אוברול") מופחתים בהתאם לשעות המנוע הפוטנציאליות ששיפוץ כאמור הקנה לאותו מנוע, ובהתאם לאומדן שעות המנוע החזוי בשנים הבאות לאותו צי מטוסים

נכון ליום 31 בדצמבר 2014 יתרת השנים שנותרו לשיפוצי המנוע הכלליים הינה בין שלושה חודשים ל- 11 שנים

אביזרים וחלפים המיוחסים לצי ספציפי, מופחתים על פני יתרת אורך החיים הממוצעת של אותו צי אביזרים וחלפים שאינם מיוחסים לצי מסוים מופחתים על פי יתרת אורך החיים הממוצע של כלל ציי המטוסים

ג. תשלומים על חשבון מטוסים וציוד טיסה:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
79,526	76,104
280	1,090
79,806	77,194

מקדמה על חשבון רכש עתידי של מטוסים מחברת בואינג, ראה ביאור 14 ד 1 אחרים

ד. הסכמים לרכישה ומכירה של מטוסים ומנועים:

(1) בחודש פברואר 2011, נחתם הסכם עם יצרנית המטוסים "בואינג" לרכישת 4 מטוסים חדשים מדגם בואינג 737-900ER ושני מטוסים נוספים מאותו דגם אשר ניתנים להמרה לאופציות רכישה כמו כן, הוענקה לחברה אופציה לרכישת שני מטוסים נוספים מדגם זה בנוסף אישר דירקטוריון החברה רכישת מנוע, אשר ישמש מנוע רזרבי נוסף לצי המטוסים, מחברת CFM international S A בהסכם הוענקו לחברה זכויות המרה לדגמים אחרים וכן זכויות נלוות שווה העסקה הכולל מוערך בין 215 מיליון דולר לבין 320 מיליון דולר (בהתאמה לארבעה עד שישה מטוסים, על פי הרכישה בפועל, ללא האופציה) כמו כן, סיכמו הצדדים תנאים לשימוש במקדמות ששולמו על ידי החברה לבואינג בגין עסקאות קודמות

המטוס הראשון והשני התקבלו בחברה בחודשים אוקטובר ונובמבר 2013
המטוסים השלישי והרביעי מדגם זה התקבלו בחודשים מרץ ויולי 2014

אל על נתיבי אויר לישראל בערבון מוגבל ביאורים לדוחות הכספיים המאוחדים

ביאור 14 - רכוש קבוע וציוד טיסה (המשך)

ד. הסכמים לרכישה ומכירה של מטוסים ומנועים (המשך)

(1) (המשך)

בחודש יולי 2012 נחתם הסכם המאשר רכישת שני מטוסים נוספים מדגם 737-900ER (להלן "המטוסים החמישי והשישי") רכישה זו מהווה ויתור על זכות ההמרה של החברה מרכישה לאופציית רכישה של המטוסים החמישי והשישי ומקדימה את מועד פקיעת האופציה מיום 15 באוקטובר 2012 בחודש אוקטובר 2012 נחתם תיקון להסכם שנושאו הקדמת מועד קבלת המטוס החמישי מאוקטובר 2015 למרץ 2015 וכן התאמת תנאי תשלומי המקדמות (PDP's) בגין המטוס החמישי תוך שינוי מועדי התשלומים בהתאם לתנאים שסוכמו בין הצדדים

ביום 22 באוקטובר 2013, אישר דירקטוריון החברה את מימוש האופציה לרכישת שני מטוסים חדשים נוספים מבואינג מדגם 737-900ER ("מטוסי האופציה") אישור רכישת מטוסי האופציה מהווה השלמה לעסקת רכישה כוללת מול יצרנית המטוסים בואינג של שמונה מטוסים מדגם 737-900ER כפי שנחתמה בחודש פברואר 2011 שווי עסקת מטוסי האופציה הינו בדומה לעסקאות הקודמות של מטוסים אלה, ומשקף שווי שוק ממוצע של מטוסים מדגם זה ומשנת ייצור דומה, בהתאם למחירי מטוסים המקובלים בתעשייה ובכפוף להתאמות והשקעות כפי שהוסכם בין הצדדים, לרבות הצמדת מחירי המטוס, בנוסחת הצמדה מוסכמת מטוסי האופציה מתוכננים להתקבל בחברה במהלך החודשים פברואר ומרץ 2016

לאחר מועד הדוח, בחודש מרץ 2015 חתמה החברה על מסמכי הקבלה של מטוס נוסף מאותו דגם שהינו החמישי, אשר הצטרף לצי המטוסים צרי הגוף של החברה המטוסים מדגם זה פועלים ביעדים בטווח הקצר והבינוני

לפרטים בדבר מימון מטוסים אלו ומסגרת ההלוואה לרכישת מטוסים, ראה ביאור 20

(2) בחודש פברואר 2014 ביצעה החברה עם חברה בינלאומית עסקה למכירת שני מנועים (להלן - "המנועים"), אשר היו ברשות החברה וחכירתם על ידי החברה התמורה הכוללת בגין המנועים הינה כ- 7 מיליון דולר (להלן - "התמורה") התמורה נקבעה בהתאם למחירי השוק המקובלים בתעשייה למנועים מדגם וגיל זהה ובהתאם למצבם התחזוקתי במועד המסירה ושולמה במועד המסירה תקופת החכירה הינה ל-30 חודשים עבור אחד המנועים ו-20 חודשים עבור המנוע השני (להלן "תקופות החכירה") לחברה הוענקה אופציה להארכת תקופות החכירה וזאת לתקופה של עד מועד השיפוץ המתוכנן של כל אחד מהמנועים בגין ביצוע העסקה, רשמה החברה רווח הון בסך של כ- 4.6 מיליון דולר שנכלל בסעיף הכנסות אחרות החכירה סווגה בדוחות הכספיים כחכירה תפעולית

(3) בחודש מרץ 2014 השלימה החברה עסקה לרכישת מטוס מדגם 767-300 (EAJ) מחברה זרה ממנה חכרה החברה את המטוס בעשר השנים האחרונות בגין רכישת המטוס משלמת החברה סך של 4.75 מיליון דולר ב-24 תשלומים חודשיים, החל מחדש ינואר 2014 ליום 31 בדצמבר 2014, יתרה של כ- 2.2 מיליון דולר טרם שולמה וכלולה בדוח על המצב הכספי בסעיף זכאים ויתרות זכות

(4) בחודש נובמבר 2014 השלימה החברה עסקה לרכישת מטוס מדגם 767-300 (EAP) מחברה זרה, ממנה חכרה החברה את המטוס בשמונה השנים האחרונות רכישת המטוס בוצעה בתמורה שאינה מהותית

(5) בהקשר לחתימה על הסכם למכירת מנועים מיום 26 בינואר 2015, ראה ביאור 37ג

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ביאורים לדוחות הכספיים המאוחדים

ביאור 14 - רכוש קבוע וציוד טיסה (המשך)

ה. ירידת ערך מטוסים:

(1) בצי מטוסים בו קיימים סימנים המעידים על ירידת ערך, מבצעת החברה אומדן של הסכום בר-ההשבה של אותו צי מטוסים סכום בר ההשבה הינו הגבוה מבין השווי ההוגן של המטוסים, בניכוי עלויות מכירה, לבין שווי השימוש בהם בהערכת שווי השימוש, אומדת החברה את תזרימי המזומנים העתידיים הצפויים לנבוע משימוש מתמשך בנכס וממימושו בתום תקופת השימוש, ומנכה אותם לערכם הנוכחי, תוך שימוש בשיעור היוון המשקף את הסיכון התפעולי של צי המטוסים המבוסס על שיעור היוון המשוקלל של החברה

(2) במסגרת הדוחות הכספיים ליום 31 במרץ 2014 בחנה החברה את סכום בר ההשבה של שני צי מטוסים בהם זוהו סימנים לירידת ערך צי 200-777 וצי 400-747

ההנחות העיקריות אשר שימשו בתחשיב שווי השימוש ליום 31 במרץ 2014 הינן

- (א) התרומה הצפויה מצי המטוסים מבוססת על התוצאות בפועל ברבעון הראשון לשנת 2014 ואומדן התוצאות לרבעונים הבאים לשנת 2014 (בניכוי מס רעיוני) המושלכות קדימה לאורך חייו הכלכליים של כל צי מטוסים ללא כל שינוי, אלא אם כן נאמר במפורש אחרת
- (ב) אורך חיים שימושיים (USEFUL LIFE) של צי 200-777 הינו 9 שנות פעילות במוצע ושל צי 400-747 הינו 5 שנות פעילות במוצע
- (ג) ריבית ההיוון הממוצעת המשוקללת אחרי מס של 5% שקולה לריבית היוון לפני מס של 20% עבור צי 400-747 ו-13% עבור צי 200-777

הבחינה העלתה כי סכום בר ההשבה של שני צי המטוסים האמורים עולה על עלותם המופחתת לאותו מועד

(3) ליום 31 בדצמבר 2014 מקורות המידע החיצוניים לא הצביעו על הרעה ביחס למידע ששימש לבחינה בחודש מרץ 2014, ראה לעיל אין שינוי משמעותי בריביות בשוק ולפי המחירון החדש שהתפרסם (מתפרסם מידי חצי שנה) הירידה בשווי השוק לעומת המחירון הקודם שהתפרסם הייתה נמוכה מהירידה בעלות המופחתת בספרים עקב הפחת בתקופה, ובנוסף לא נמצאו מקורות מידע פנימיים אומדן לתרומה השנתית לפי צי מטוסים, (בניכוי השפעות חד פעמיות כתוצאה ממבצע צוק איתן) אינו שונה משמעותית לעומת התרומה שהתקבלה במועד הערכה האחרונה 31 במרץ 2014 כמו כן, לא חל שינוי במועדי יציאה חזויים משירות של צי המטוסים

בהתאם לאמור לעיל, הוחלט לא לאמוד את סכום בר ההשבה

ו. יחס יתרת הלוואות לביטחונות

נכון ליום הדוח, לא קיים פער ביחס יתרת הלוואות לביטחונות, ראה ביאור 20 ה 1

ז. נכסים לא משועבדים:

סך הרכוש הקבוע של הקבוצה ליום 31 בדצמבר 2014 הינו כ- 1,188 מיליון דולר

הנכסים העיקריים של הקבוצה הינם מטוסים, מנועים חליפיים ומקדמות על חשבון רכש עתידי של מטוסים אשר עלותם המופחתת ליום 31 בדצמבר 2014 הינה כ- 1,044 מיליון דולר העלות המופחתת של הנכסים העיקריים של הקבוצה כאמור, אשר אינם משועבדים לצד ג', הינה בסך של כ- 6 מיליון דולר בנוסף, לתאריך המאזן לקבוצה חלפים ורכוש קבוע אחר בסך של כ- 144 מיליון דולר אשר הינם חופשיים מכל שיעבוד

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 14 - רכוש קבוע וציוד טיסה (המשך)

ח. בניינים ומתקנים:

ליום 31 בדצמבר 2013			ליום 31 בדצמבר 2014		
יתרה	פחת נצבר	עלות	יתרה	פחת נצבר	עלות
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
28,029	52,133	80,162	29,273	54,559	83,832
3,550	20,824	24,374	3,363	21,843	25,206
706	2,323	3,029	691	2,399	3,090
-	11,524	11,524	-	11,524	11,524
32,285	86,804	119,089	33,327	90,325	123,652

בניינים, מוסכי מטוסים,
מחסנים, בתי מלאכה
ומשרדים בנתב"ג
שפורים במשרדים שכורים
משרדים בבעלות
מסופי נוסעים ומטען

ט. נכסים המשועבדים כבטוחה:

לפרטים בדבר נכסי הקבוצה המשועבדים כבטוחה להתחייבויות הקבוצה, ראה ביאור 36 להלן

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 15 - נכסים בלתי מוחשיים

ההרכב:

זכויות שימוש בציוד בטחוני(*)	תוכנה(**)	סה"כ
אלפי דולר	אלפי דולר	אלפי דולר
4,545	16,730	21,275
עלות:		
יתרה ליום 31 בדצמבר 2014		
771	8,525	9,296
עלות מופחתת:		
ליום 31 בדצמבר 2014		
4,545	13,699	18,244
עלות		
יתרה ליום 31 בדצמבר 2013		
1,043	7,598	8,641
עלות מופחתת:		
ליום 31 בדצמבר 2013		
10%	20%	
שיעור הפחתה שנתי		

(*) זכויות שימוש בציוד בטחוני:

החברה נושאת בחלק יחסי של עלויות הביטחון של ממשלת ישראל לאבטחת נוסעיה של החברה ומטוסיה מפני מעשי איבה וטרור, כפי שנקבע מעת לעת בהחלטות ממשלה לפיכך, רושמת החברה במסגרת נכסיה הבלתי מוחשיים את התשלומים שביצעה בגין חלקה במימון מערכות הגנה וציוד לבידוק ביטחוני לחברה הסדר עם משרד הביטחון, לפיו הציוד הנ"ל ישמש באופן בלעדי את החברה במשך כל אורך החיים הכלכליים הצפויים ממנו

(**) תוכנה:

סעיף זה כולל בעיקרו את המערכות הבאות

- מערכת ERP - SAP שלב א', יישום המודול הפיננסי הסתיים והחברה החלה את השימוש במערכת ביום 1 בינואר 2013 שלב זה כולל בעיקר את הספר הראשי, מערכת התשלומים (AP) ומערכת התקבולים (AR) במשרד הראשי ובנציגויות החברה שלבים נוספים שנמצאים בשלבי יישום כוללים רכש ובקרה תקציבית, התאמות כרטיסי אשראי ועוד
- מערכת AMADEUS - מערכת הזמנות כרטיסי טיסה
- מערכת SIS - מערכת להתחשבות בין חברות תעופה
- תשלומים על חשבון מערכת "שליטה 2000" - מערכת לשליטה מבצעית
- תשלומים על חשבון מערכת AMOS - מערכת לניהול תחזוקת מטוסים

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 16 - אשראי לזמן קצר וחלויות שוטפות

א. ההרכב:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
157,426	134,416
7,465	20,232
<u>164,891</u>	<u>154,648</u>
0 2-6 1	0 2-5 4

חלויות שוטפות של הלוואות לזמן ארוך ואחרות
 משיכות יתר מתאגידים בנקאיים

ריבית שנתית (ב-%)

ב. שעבודים ובטחונות ראה ביאור 36

ביאור 17 - אמצעי מימון

נכון ליום 31 בדצמבר 2014, לחברה מסגרות אשראי מובטחות מתאגידים בנקאיים בארץ לפעילות שוטפת בהיקף של כ- 26 מיליון דולר ועוד כ- 2 מיליון דולר לפעילות בחשבונות החח"ד שלה

באופן בלתי תלוי קיימות מסגרות לפעילות בחדרי עסקאות לביצוע הגנות בתחומי הדס"ל, המט"ח והריביות בהיקף של כ- 66 מיליון דולר

נכון ליום 31 בדצמבר 2014, העמידה החברה בטחונות נוספים כנגד עסקאות הגידור בסך של כ- 35 מיליון דולר

ביאור 18 - ספקים ונותני שירותים

א. ההרכב:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
122,915	145,152
3,393	748
<u>126,308</u>	<u>145,900</u>

חשבונות פתוחים
 חברות תעופה

ב. תקופת האשראי הממוצעת המתקבלת בגין רכישת סחורות היא כ- 39 ימים (שנת 2013 כ- 42 ימים), בגינה הקבוצה לא משלמת ריבית

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 19 - זכאים ויתרות זכות

א. התחייבויות שוטפות:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
26,113	33,615
*14,161	12,823
2,173	1,975
2,627	2,980
1,435	1,669
7,606	10,998
<u>54,115</u>	<u>64,060</u>

מיסי נמל לשלם
 זכאים בגין קטעי טיסה חברות זרות שטרם מומשו
 ריבית לשלם בגין הלוואות לזמן ארוך
 פיקדונות שהתקבלו בגין קבוצות נוסעים
 זכאים בגין תביעת מטען
 זכאים אחרים

ב. התחייבויות לא שוטפות:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
4,271	2,260
4,437	4,437
<u>8,708</u>	<u>6,697</u>

זכאים בגין תביעת מטען
 תמריצי חכירה (ראה ביאור 23ד)

* סווג מחדש לסעיף הכנסות מראש בגין הכנסות שיועברו לחברות זרות.

ביאור 20 - הלוואות לזמן ארוך

א. ההרכב

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
483,164	414,524
165,709	239,464
<u>648,873</u>	<u>653,988</u>
(157,426)	(134,416)
<u>491,447</u>	<u>519,572</u>
(15,536)	(20,710)
<u>475,911</u>	<u>498,862</u>
<u>0 2-6 1</u>	<u>0 2-5 4</u>
<u>0 2-5 9</u>	<u>1 1-6 1</u>

הלוואות בריבית משתנה
 הלוואות בריבית קבועה
 בניכוי - חלויות שוטפות

בניכוי - יתרת הוצאות גיוס הלוואות

ריבית שנתית מתאגידים בנקאיים ואחרים (ב-%)

ריבית שנתית אפקטיבית מתאגידים בנקאיים ואחרים (ב-%)

ב. מידע נוסף:

(1) ביום 10 במרץ 2014, השלימה החברה באמצעות בנק קנדי הנפקה של אגרות חוב בשוק ההון בארה"ב לצורך מימון רכישת שני מטוסים נוספים מדגם 737-900ER (מטוסים 3 ו 4), אשר הראשון מהם נמסר לחברה בחודש מרץ 2014 והשני נמסר בחודש יולי 2014 ("המטוסים" ו-"מועדי מסירת המטוסים", בהתאמה)

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ביאורים לדוחות הכספיים המאוחדים

ביאור 20 - הלוואות לזמן ארוך (המשך)

ב. מידע נוסף: (המשך)

אגרות החוב הונפקו על ידי חברה ייעודית (SPC – "Special Purpose Company") בשם Rimon LLC, אשר הוקמה במסגרת עסקת המימון, ואיננה בבעלות החברה, בהיקף כולל העומד על כ- 94.5 מיליון דולר ("סכום ההנפקה"). אגרות החוב נושאות ריבית קבועה בשיעור שנתי של 2.623% ("הריבית") ונפרעות ב- 49 תשלומי קרן וריבית רבעוניים, לתקופה של כ- 12 שנים.

פירעון אגרות החוב האמורות, מובטח בערבות בנק Export Import Bank of the United States (להלן "Ex-Im") המטוסים הינם בבעלות ה-SPC ומשועבדים תחת הסכם שיעבוד.

במקרה שאגרות החוב לא תפרענה כסדרן על ידי החברה, ותמומש ערבות Ex-Im, תממש Ex-Im את המטוסים ותפרע את יתרת אגרות החוב ככל שכספי מימוש המטוסים לא יספיקו לכיסוי סכום הערבות אשר מומשה, תהא החברה מחויבת להשיב ל-Ex-Im את יתרת החוב, כמקובל בעסקאות מימון מטוסים.

תהליך ההנפקה הושלם בהתאם לתנאים המפורטים במסמכי ההנפקה ובמסמכי עסקת המימון, הכוללים, בין השאר, התחייבויות ומצגים של החברה כמקובל בעסקאות מסוג זה. כספי ההנפקה שמשו לתשלום עבור המטוסים במועד מסירתם.

ביום 25 במרץ 2014, עם חתימת החברה על מסמכי הקבלה של המטוס השלישי, שולם סכום של כ- 47.1 מיליון דולר מהסכום שגויס ביום 9 ביולי 2014, עם קבלתו של המטוס הרביעי, שולמה יתרת הסכום שגויס בסך כ- 47.4 מיליון דולר לבואינג ולפירעון ההלוואה שנלקחה למימון המקדמות למטוס זה.

(2) בחודש אוגוסט 2012, חתמה החברה על הסכם הלוואה עם חברה בת בבעלותה המלאה של יצרנית המטוסים בואינג על פי הסכם ההלוואה, העמדת ההלוואה לחברה הייתה מותנית, בין השאר, בתנאי המפורט להלן. חתימה על הסכם עד ליום 31 בדצמבר 2012, או מועד מאוחר יותר שיוסכם על ידי הצדדים, לחכירת שני מטוסים מדגם 787, או לחילופין, על הסכם לרכישת מטוס אחד או יותר מדגם 787 או מדגם 777 ככל שהחברה לא תקיים תנאי זה ו/או ככל שהחברה תפר הסכמים לרכישת מטוסים אחרים מבואינג אשר טרם נתקבלו על ידי החברה, הרי על פי ההסכם תהא המלווה רשאית לדרוש פירעון מיידי של ההלוואה, לרבות הריבית והמרווח בגינה ובתוספת עמלת פירעון.

המועד עד אליו יחתמו על הסכם לחכירה או רכישת המטוסים, כמפורט לעיל, הוארך מספר פעמים, בהסכמת הצדדים ונקבע ליום 30 ביוני 2015 בהתאם, מוצגת הלוואה זו בסעיף הלוואות לזמן קצר (יתרת ההלוואה כ- 28 מיליון דולר).

(3) ביום 23 בספטמבר 2014 השלימה החברה עסקה עם בנק זר לקבלת אשראי עד לסך של 47.4 מיליון דולר למימון מקדמות לשני מטוסי 737-900 מטוס מספר 5 שהתקבל בחודש מרץ 2015 ומטוס מספר 6 שמתוכנן להתקבל בחודש פברואר 2016. ההלוואות בגין המקדמות הן בריבית משתנה של ליבור בתוספת מרווח. ההלוואה בגין המקדמות עבור מטוס מספר 5 נפרעה ביום קבלת המטוס בחודש מרץ 2015. ההלוואה בגין המקדמות בגין מטוס מספר 6 תפרע ביום קבלתו באמצעות קבלת מימון ארוך טווח, לכשיתקבל נכון ליום 31 בדצמבר 2014 קיבלה החברה סכום של 9.0 מיליון דולר מהבנק הזר בגין מטוס מספר 6.

(4) ביום 29 באוקטובר 2014 השלימה החברה עסקה עם בנק זר אחר לקבלת אשראי עד לסך של 48.1 מיליון דולר למימון מקדמות לשני מטוסי 737-900 מטוס מספר 7 שמתוכנן להתקבל בחודש פברואר 2016 ומטוס מספר 8 שמתוכנן להתקבל בחודש מרץ 2016. ההלוואות בגין המקדמות הן בריבית משתנה של ליבור בתוספת מרווח והן תפרענה ביום קבלת כל אחד מהמטוסים באמצעות קבלת מימון ארוך טווח, לכשיתקבל נכון ליום 31 בדצמבר קיבלה החברה סכום של 16.8 מיליון דולר מהבנק הזר בגין מטוסים אלו.

(5) בהקשר לחתימה של החברה עם בנק קנדי על מסמכי עסקת מימון ארוך טווח למטוס מדגם בואינג 737-900ER (מספר 5) שנחתמה ביום 5 במרץ 2015, ראה ביאור 37 ו-

ג. לעניין עסקאות גידור לקיבוע שיעורי ריבית משתנה, ראה ביאור 28 ז

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ביאורים לדוחות הכספיים המאוחדים

ביאור 20 - הלוואות לזמן ארוך (המשך)

ד. פירעון מוקדם:

רוב ההלוואות הקיימות ליום 31 בדצמבר 2014, ניתנות לפירעון מוקדם על ידי החברה כמו כן, חלק מהסכמי ההלוואה שנטלה החברה כוללים זכות לבנק לדרוש פירעון מיידי של יתרות ההלוואה כלפי הבנק הרלוונטי בקרות אירועים כגון ביצוע מיזוג או העברת שליטה ללא קבלת הסכמת הבנק מראש ובכתב, וכן כוללים זכות לבנק לדרוש פירעון מיידי של יתרות ההלוואה בהתקיימותם של אירועים נוספים וסטנדרטיים המקובלים בעסקאות מימון

ה. מגבלות ואמות מידה פיננסיות (Covenants) של הלוואות לזמן ארוך:

(1) יחס יתרת ההלוואות לביטחונות

חלק מהסכמי האשראי קובעים יחס יתרת החוב לבנק אל מול שווי שוק המטוסים המשועבדים ביחס בין 65% ל- 80%*) ראה טבלה להלן בדיקה לעמידה ביחס תבוצע אחת לשנה (בחלק מההסכמים - פעמיים בשנה), בהתבסס על פרסומים מקצועיים בינלאומיים מסוימים שנקבעו כמו כן, החברה התחייבה כי אם יחס הביטחונות בפועל יהיה נמוך מהשיעור הנ"ל, החברה תעמיד בטחונות נוספים, או תקדים פירעונות של התחייבויות לתאגידים הבנקאיים, על מנת לעמוד ביחס הנדרש

החברה העמידה מטוסים שברשותה כביטחונות נוספים בגין הלוואות שנטלה למימון ציי מטוסיה, לפרטים נוספים ראה ביאור 36

מאפייני המלווה	היקף ההלוואות אלפי דולר	יתרה בלתי מסולקת אלפי דולר	מטוסים כבטוחה	תאריך תחילת ההלוואות	תאריך פירעון סופי של ההלוואות	דרישה ליחס יתרה בלתי מסולקת לשווי בטחונות
מוסד בנקאי מקומי(**)	490,000	149,300	3 מטוסי 777-200 3 מטוסי 737-800 1 מטוס 737-700 2 מטוסי 747-400 (*)	13/01/2000	27/07/2017	80%
מוסד בנקאי מקומי	150,000	25,000	1 מטוס 747-400 1 מטוס 737-700 (***)	20/05/1999	16/08/2017	65%

(*) למעט מטוס אחד מדגם 747-400, אשר נלקח לביטחון ביחס של 50%
 (**) קיים מנגנון Cross Default בין ההלוואות השונות של אותו מוסד בנקאי
 (***) פיקדון בסך 5 מיליון דולר משמש כבטוחה נוספת לטובת המוסד הבנקאי

נכון ליום 31 בדצמבר 2014 ובסמוך למועד פרסום הדוח, עומדת החברה ביחס ההלוואות לביטחונות כנדרש

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ביאור 20 - הלוואות לזמן ארוך (המשך)

ה. מגבלות ואמות מידה פיננסיות (Covenants) של הלוואות לזמן ארוך: (המשך)

(2) הסדרים עם תאגידים בנקאיים עובר למועד ההפרטה:

בשנת 2004 הנהלת החברה פנתה לבנק לאומי לישראל בע"מ (להלן "בל"ל") בבקשה כי יסכים לכך שהעברת השליטה בחברה לכנפיים לא תקנה לבל"ל את הזכות להעמיד את האשראי שהעמיד בל"ל לפירעון מיד. בהקשר לכך בל"ל הודיע לחברה כי אין לו התנגדות לשינוי השליטה בחברה בכך שכנפיים תגדיל את שיעור אחזקותיה בחברה באופן שתהיה בעלת שליטה בחברה

ו. שעבודים ובטחונות: ראה ביאור 36

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ביאור 21 - התחייבויות בגין הטבות לעובדים

א. ההרכב:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
8,324	8,466
(54,184)	(59,657)
16,094	25,143
43,548	39,015
13,782	12,967
1,037	947
938	943
1,975	1,890
(1,041)	(994)
49,725	47,861
*54,896	47,703
104,621	95,564
62,544	67,152
*104,621	95,564
77,260	81,015
181,881	176,579

הטבות לאחר סיום העסקה במסגרת תוכניות להטבה מוגדרת:
 הטבות לגמלאים
 התחייבות בגין פיצויי פרישה ופיטורין
 קרנות פנסיה
 פדיון מחלה

הטבות עובד אחרות לטווח ארוך:
 הטבות בגין מענק יובל
 אחר

הטבות בגין פיטורין:
 תוכניות פרישה מרצון

הטבות עובד לטווח קצר:
 שכר עבודה, משכורת וסוציאליות
 חופשה ומנוחה

הצגה בדוח על המצב הכספי:
 נכסים בגין הטבות עובדים:
 לא שוטף, נטו

התחייבויות בגין הטבות עובדים.
 שוטף
 לא שוטף, נטו

* ראה ביאור 5

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ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ב. הטבות לאחר סיום העסקה:

(1) תוכניות להפקדה מוגדרת:

(א) תוכניות בגין פיצויי פרישה ופיטורין:

דיני העבודה וחוק פיצויי פיטורין בישראל מחייבים את החברה וחברות מאוחדות לשלם פיצויים לעובד בעת פיטורין או פרישה חישוב ההתחייבות בשל סיום יחסי עובד-מעביד מתבצע על פי הסכם העסקה בתוקף ומבוסס על משכורת העובד, אשר, לדעת ההנהלה, יוצרת את הזכות לקבלת הפיצויים

מרבית עובדי החברה הצטרפו בשנת 1992 ואילך להסכם הפנסיה החל מאותו מועד כל עובד חדש מצורף באופן אוטומטי להסכם הפנסיה של החברה

החברה וחברות מאוחדות פועלות בהתאם לאישור הכללי ממשד העבודה והרווחה בהתאם לסעיף 14 לחוק פיצויי פיטורין, תשכ"ג-1963, על פיו ההפקדות השוטפות בקרנות פנסיה ובפוליסות בחברות ביטוח, פטורות אותה מכל התחייבות נוספת לעובדים, בגינם הופקדו הסכומים כאמור לעיל, בהתייחס לתקופות בגינן בוצעו הפקדות לקבוצה לא תהיה מחויבות משפטית או משתמעת לשלם תשלומים נוספים אם לתכנית לא יהיו מספיק נכסים כדי לשלם את כל הטבות העובד המתחייבות לשירות העובד בתקופה השוטפת ובתקופות הקודמות

הסכום הכולל של ההוצאות שהוכרו בדוח רווח והפסד בגין תוכניות להפקדה מוגדרת בשנה שנסתיימה ביום 31 בדצמבר 2014 הינו סך של כ- 15,207 אלפי דולר (2013 16,209 אלפי דולר, 2012 15,336 אלפי דולר)

(ב) הסכם פנסיה:

החל מספטמבר 1992 זכויותיהם הסוציאליות של חלק מעובדי החברה מוסדרות במסגרת הסכם פנסיה על פי הסכם זה, עובד המצטרף לפנסיה מקיפה, חייב לבטח בפנסיה חלק משכרו ואת היתרה הוא יכול להפנות לביטוח מנהלים או לקופת התגמולים של עובדי החברה לאחר חתימת ההסכם, עובדים חדשים חייבים להיות מבוטחים בפנסיה מקיפה

בהסכם נקבע, כי תשלומי החברה לקרן הפנסיה ולקרן מאושרת (ביטוח מנהלים או קופת תגמולים) בגין עובד שיצטרף לפנסיה, יבואו במקום חובת תשלום פיצויי פיטורים לאותו עובד, בהתאם לסעיף 14 לחוק פיצויי פיטורים, תשכ"ג-1963, וזאת בגין אותו חלק של השכר ובגין אותה התקופה שלגביהם בוצעו התשלומים עד לתאריך הצטרפות העובד לפנסיה העובד זכאי לקבל פיצויי פיטורים לפי משכורתו האחרונה

בשנת 2005 נערכו תיקונים בתקנות מס הכנסה (כללים לאישור וניהול קופות גמל), המשנים את כללי ההפקדה והמשיכה של הכספים בתוכניות לביטוח פנסיוני, בין היתר בנוגע להקטנה של תקרת הסכום אותו ניתן לבטח בביטוח הוני בחודש יוני 2005 חתמו החברה, הסתדרות העובדים הכללית החדשה - האגף לאיגוד מקצועי והנציגות המשותפת לעובדי אל על, על הסכם קיבוצי מיוחד המאפשר את התאמת ההפרשות לכללים החדשים, על פי בחירת העובדים

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ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ב. הטבות לאחר סיום העסקה: (המשך)

(2) תוכניות להטבה מוגדרת:

(א) התחייבות בגין פיצויי פרישה ופיטורין:

דיני העבודה בישראל וחוק "פיצויי פיטורים, תשכ"ג-1963" (להלן - החוק), מחייבים את החברה וחברות מאוחדות לשלם פיצויי פיטורין לעובדים בעת פיטוריהם או פרישתם גיל הפרישה החוקי כיום עומד על גיל 67 לאישה ולגבר לפיכך, על פי התכנית, עובד אשר הועסק על ידי הקבוצה במשך שנה אחת ברציפות לפחות ופוטרו מעבודתו (או התפטר בנסיבות המוגדרות בחוק) לאחר התקופה האמורה, זכאי לפיצויי פיטורין שיעור הפיצויים המנוי בחוק הוא משכורת אחרונה של העובד לכל שנת עבודה

במסגרת התוכנית, מחויבות החברה וחברות מאוחדות, בהפקדת סכומים, בשיעור שייקבע בחוק, בכדי להבטיח את צבירתם של פיצויי הפיטורין המגיעים לעובד כאמור לעיל כנקבע בצו ההרחבה (נוסח משולב) לפנסיה חובה לפי חוק הסכמים קיבוציים תשי"ז 1957 (להלן - "צו ההרחבה"), בשנת הדיווח שיעור הפרשות החברה לפיצויים עומד על 5% אשר יופקדו בקרן פנסיה/ קופת ביטוח החברה רשאית להפקיד את השלמת פיצויי הפיטורין עד ל- 33% 8 מרכיבי השכר שבגינם מפרישה החברה לקופת גמל (לקופת גמל אישית לפיצויים על שם העובד או לקופת גמל לקצבה) מאחר שהחברה מבצעת הפקדות בהתאם לאישור הכללי שלפי סעיף 14 לחוק פיצויי פיטורים, הרי שהאמור בצו ההרחבה הנ"ל אינו חל עליה

התוכנית המפורטת לעיל, חושפת את החברה לסיכונים הבאים "סיכון השקעה", כלומר הסיכון שנכסי התוכנית יישאו תשואה שלילית ובכך יקטינו את נכסי התוכנית באופן שלא יספיקו לכסות את המחויבות, "סיכון שכר", כלומר סיכון שהנחות אקטואריות בדבר עליית השכר הצפויה, תוערכנה בחסר לעומת עליות השכר בפועל ובכך חושפות את החברה לסיכון שהמחויבות תגדל בהתאם

המחויבות האמורה חושבה תוך שימוש בהערכה אקטוארית הערכה האקטוארית בוצעה על ידי חברת עוגן בע"מ, חבר אגודת האקטוארים בישראל הערך הנוכחי של המחויבות להטבה מוגדרת והעלויות המתייחסות של שירות שוטף ושירותי עבר, נמדדו תוך שימוש בשיטת יחידת הזכאות החזויה

(ב) הסכם ביטוח מנהלים

הסכם בין החברה לבין הפניקס הישראלי חברה לביטוח בע"מ, שנכנס לתוקף ביום 1 בדצמבר 1990 והוארך עד לתום תקופת תוקפן של הפוליסות לביטוח מנהלים שהונפקו לעובדים מכוחו על פי האמור בהסכם הפנסיה, הפניית חלק מהשכר לביטוח מנהלים מותנית בהצטרפות לפנסיה מקיפה ביטוח המנהלים יכול לכלול מרכיב חסכון בלבד או מרכיב חסכון וביטוחים (ביטוח כנגד אבדן כושר עבודה ו/או ביטוח למקרה מוות) ההפרשות לביטוח הן בשיעור 33% 18 מהשכר המבוטח, מזה 33% 8 לפיצויי פיטורין, 5% לתגמולים ע"ח החברה ו-5% לתגמולים ע"ח העובד

(3) פיצויי פיטורין:

(א) כללי:

עובדים שקיבלו קביעות עד לחודש ספטמבר 1992 זכאים, בגין עבודתם עד למועד האמור, לפיצויי פיטורים, כשהם מחושבים על בסיס חודש אחד לכל שנת עבודה לגבי תקופת העבודה שלאחר מכן זכאים העובדים הנ"ל לפיצויי פיטורים אם לא הצטרפו לתכנית הפנסיה, או לתוכנית משולבת של פנסיה, ביטוח מנהלים וחסכון בקופת גמל (בהתאם לבחירתם האישית), על פי הכללים שנקבעו בהסכם העבודה הקיבוצי עובדים שקיבלו קביעות בחברה לאחר התאריך הנ"ל חייבים היו, אפוא, להצטרף לתכנית הפנסיה, תוך בחירה בשילוב הפנסיוני המתאים להם, ואינם זכאים לפיצויי פיטורים

עובר למועד הפרטת החברה, נקבעו הסדרים עם העובדים להבטחת תשלומי פיצויים, ועם מדינת ישראל להבטחת גיוס מקורות ראה להלן סעיף ב'

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ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ב. הטבות לאחר סיום העסקה (המשך)

(3) פיצויי פיטורין: (המשך)

(ב) הסדרים עם העובדים להבטחת תשלומי פיצויים ועם מדינת ישראל להבטחת גיוסי הון

עד לחתימת הסכם הפנסיה לא היה לעובדי החברה המועסקים בישראל, שההסכם הקיבוצי חל עליהם, ביטוח פנסיוני על פי הוראות ההסכם הקיבוצי, מאז ינואר 1983, מפקידה החברה (לגבי עובדים שלא הצטרפו לפנסיה) 83% משכרם השוטף של העובדים בקופות גמל לפיצויים בבנקים ישראלים. ההפקדה היא על שם החברה.

מאחר שהחברה לא הפקידה כספים בגין פיצויי פיטורים בקופות גמל לפיצויים עד לינואר 1983, ומאז ינואר 1983 שולמו פיצויי פיטורים לעובדים שפרשו מהצבירה בקופות הגמל לפיצויים נוצר חסר משמעותי בקופות הגמל לפיצויים, אשר הושלם על ידי הפקדות מכספי האופציות של החברה ושל המדינה מכח ההנפקה.

בחודש יוני 2003 נחתם הסכם בין המדינה, החברה ונציגות העובדים, בו התחייבו המדינה והחברה לפעול לכיסוי הגרעון שבין ההפרשות הרשומות בספרי החברה בגין פיצויי פיטורין ("עתודה") לבין הכספים שהופקדו בפועל בקופת גמל לפיצויים ("עודרה"), ואשר קשור לזכאות עובדים שהיו מועסקים בחברה בשנת 1982 והמשיכו להיות מועסקים בחודש יוני 2003 ("העובדים הזכאים"). במועד ההסכם עמד הגרעון לגבי חלה ההתחייבות על סך של 516,240,000 ש"ח והיה צמוד למדד ונושא ריבית שנתית של 5.05% החל מיום 1 ביוני 2003 ועד למועד ההפקדה בפועל בקופת הפיצויים על פי הסכם זה החברה פתחה קופות פיצויים מרכזיות אשר אליהן העבירו המדינה והחברה את התמורה המיידית שקיבלו ממכירת ניירות ערך במסגרת תשקיף 2003 ("ההנפקה הראשונה"). בהפחתת הוצאות (סכום היעודות בקופות הפיצויים כולל את התמורה כאמור) כמו כן, התחייבו המדינה והחברה להעביר לקופות הפיצויים האמורות סכומים שיגייסו עקב מימוש ניירות ערך המירים שהונפקו בהנפקה הראשונה או מכירת ניירות ערך בהנפקות אחרות שיבצעו עד למועד תום תקופת המימוש האחרונה של ניירות ערך שהנפיקה החברה בהנפקה הראשונה (5 ביוני 2007).

לאחר ביצוע הפקדות הנ"ל של החברה והמדינה, כוסה במלואו הגרעון בקופת העובדים הזכאים, כהגדרתו בהסכם שבין החברה לבין המדינה אשר נחתם ערב הפרטת החברה.

לאחר ביצוע ההפקדות כאמור וכיסוי מלוא הגרעון בקופת הפיצויים, כמתחייב מההסכם, הפקידה החברה סך של כ- 324 מיליון ש"ח (ליום 31 בדצמבר 2014 לרבות ריבית שנצברה עד למועד הדוח), המהווה את העודף בין תמורות ההנפקה שגויסו על ידי החברה למכירת מניות המדינה ובין הסכום בקופות הפיצויים המרכזיות המוזכרות לעיל בחשבון נפרד (הנכלל במסגרת הפקדונות לזמן קצר ליום 31 בדצמבר 2014 כנגד רישום התחייבות למדינת ישראל).

החברה בוחנת קיומן של מגבלות ביחס ליכולת השימוש ביתרת התמורה כאמור, על פי ההסכם בינה לבין המדינה ונציגות העובדים. החברה פנתה בעניין זה לחשב הכללי במשרד האוצר במטרה לבחון את הזכאות לעודפי ההנפקה נכון למועד פרסום הדוחות הכספיים טרם סוכם הנושא מול החשב הכללי באוצר עד להבהרת האמור, מוצג הפיקדון כנגד התחייבות למדינת ישראל לעניין זה הוגשה תביעה כמתואר בביאור 24(10) להלן.

(4) פדיון ימי מחלה:

על פי תנאי ההסכם הקיבוצי, זכאים עובדי החברה לימי מחלה בתשלום מלא בגבול של 30 ימי מחלה לכל שנה הניתנים לצבירה בכל שנות עבודת העובד בחברה.

העובדים הקבועים (למעט העובדים הבכירים, החל מהיום בו עברו להסכמים אישיים), בעת פרישתם מן החברה בפרישת חובה או שפרשו מעל גיל 45 בתנאים המזכים אותם בקבלת פיצויים, זכאים למענק בשל אי ניצול ימי מחלה בשיעור של עד 6% מערכם של ימי המחלה שלא נוצלו. ההתחייבות למענק האמור נקבעה בהתאם לזכאות שנצברה לעובדים הזכאים לתאריך הדוחות הכספיים (למעט לגבי עובדים חדשים לגביהם הצבירה מוגבלת) ובתוספת אומדן לגבי עובדים צעירים יותר שיגיעו גם כן לתנאים המזכים לקבלת פדיון ימי המחלה.

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(5) עובדים זמניים:

על פי הסכם העבודה שנחתם בין החברה לבין העובדים הזמניים, עובדים אלו הצטרפו לתוכנית פנסיה מקיפה והחברה מפקידה עבורם הפקדות חודשיות בהתאם, באופן שוטף

הפקדות אלו מכסות את התחייבויותיה של החברה לעובדים הזמניים בגין סיום יחסי עובד מעביד

לעניין הסכם קיבוצי שנחתם בין עובדי החברה, נציגות העובדים וההסתדרות - ראה ביאור 19 ג (12) להלן

(6) אנשי צוות אויר:

אנשי צוות אויר זכאים, על פי הסכם, לפיצויי פיטורין בגין תקופת עבודתם עד חודש דצמבר 1979, כשהם מחושבים על בסיס משכורתם האחרונה, או משכורתם בחודש דצמבר 1979 (לאחר ניכוי חלק השכר ששולמו בגינו פיצויי פיטורין בעבר - 20%) כשהיא צמודה למדד המחירים לצרכן, הגבוה מבין השניים לגבי התקופה שלאחר דצמבר 1979 התחייבויות החברה לפיצויי פיטורים מחושבת על בסיס משכורתם האחרונה

(7) נושאי משרה בכירה:

נושאי משרה בכירה בחברה מועסקים על פי הסכמי עבודה אישיים נושאי משרה מסוימים זכאים לקבל בגין תקופת עבודתם, מעבר לפיצויי פיטורין על פי דין, תשלום פיצויי פרישה נוספים בשיעור של חודש לשנה בגין תקופת עבודתם לפי המשכורת הכוללת האחרונה, זאת בכפוף לאישור הגורמים הרלבנטיים בחברה מובהר כי נושאי משרה חדשים לא יהיו זכאים לפיצויים נוספים כאמור

(8) עובדים מוצבים בחו"ל.

החברה מעסיקה בחו"ל, בין היתר, עובדים קבועים, תושבי ישראל, הנשלחים למלא תפקידי ניהול בחו"ל (להלן - "מוצבים") נכון ליום 31 בדצמבר 2014 היו 24 מוצבים מתוך כלל המועסקים הקבועים בחו"ל (307)

בדומה לשליחי המדינה בחו"ל, גם משכורתם של המוצבים בעת כהונתם בחו"ל (להלן - "משכורת חו"ל") שונה ממשכורתם הישראלית וזאת בהתחשב ברמת החיים והמיסוי בחו"ל וכן בעובדה שמשכורתם חייבת במס הכנסה ובמיסוי סוציאלי, הן בחו"ל והן בישראל משכורת החו"ל, לרבות השתתפות באחזקת רכב, משתלמת לעובד המוצב על בסיס "שכר נטו" (המס, כולל מיסוי סוציאלי והגילום בחו"ל, משולם על ידי החברה)

אם מתחייב מס בישראל על משכורת חו"ל או תשלומים מיוחדים מעל לתקרה הפטורה ממס, נושאת החברה במס הישראלי בנוסף למשכורת חו"ל, נושאת החברה בשכר הדירה של המוצבים ובהוצאות שכר הלימוד של ילדיהם תשלומים אלה (עד לתקרה מסוימת) פטורים ממס בישראל, אך חייבים במס על פי דיני המדינות השונות משכורתו הישראלית של עובד מוצב (משכורת לפי דרגה ומעמד אילו היה מועסק בישראל) משמשת כמשכורת קובעת לצורך ביצוע הפרשות של החברה לפיצויים, לתגמולים (או פנסיה) וביטוח מנהלים) ולקרן השתלמות, כאמור במכתב ההצבה הטבות לאחר סיום העסקה בגין עובדים אלו נקבעו על בסיס השכר המקביל של עובדים בדרגתם המועסקים בישראל

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(9) עובדים מקומיים בנציגויות החברה בחו"ל:

מרבית עובדי החברה בחו"ל, למעט המוצבים הישראליים, מועסקים על פי הסכמי עבודה קיבוציים בין החברה לבין האיגוד המקצועי באותה המדינה, או על פי הסכמי עבודה עם נציגות העובדים, ומיעוטם על פי הסכמים בין ארגון המעבידים (חברות התעופה הזרות) לבין איגוד הגג של עובדי חברות התעופה, או על פי הסכמים אחרים. תנאי העבודה של עובדי החברה במדינות מסוימות אינם מעוגנים בהסכם קיבוצי, אלא נקבעים על-ידי החברה, בהתאם למקובל בענף התעופה או בחברות התעופה הלאומיות באותן מדינות. בחלק מהנציגויות מועסקים העובדים על פי הסכמים אישיים או באמצעות קבלן.

בחלק מהנציגויות קיימת חובת תשלום פיצויי פיטורים עפ"י הדין או ההסכם ובחלק מהנציגויות קיימת חובת ביטוח פנסיוני ממלכתי או אחר. החברה מעבירה באופן סדיר את התשלומים לביטוח פנסיוני.

חלק מעובדיה המקומיים של החברה בארה"ב ובאנגליה נהנים מתוכניות פנסיה ("התכניות"), על פיהן משלמת החברה את עלות הפנסיה של עובדי הנציגויות, אשר הם תושבי ארה"ב ואנגליה, בהתאמה עלות הפנסיה מחושבת כמכפלת "שנות הזכאות" לפנסיה בשיעור מהמשכורת הקובעת לפנסיה פרישה החל מגיל 65 מזכה בדרך כלל את העובד במלוא ההטבות. נכסי קרנות הפנסיה המושקעים, בעיקר, בניירות ערך סחירים, אינם בבעלותה של החברה. החברה התחייבה לכסות כל גרעון שיווצר בערכם של נכסי הקרנות ביחס להתחייבויות האקטואריות, במידה שיווצרו.

ביום 15 בפברואר 2011 נחתמה הארכת הסכם עם האיגוד המקצועי בארה"ב לתקופה החל מיום 1 בינואר 2011 ועד 31 בדצמבר 2013. בחודש פברואר 2014 החל המו"מ לחידוש ההסכם, בשלב זה לא הגיעו הצדדים לסיכום והבשלה לחתימה על הסכם חדש.

לגבי קרן הפנסיה באנגליה, החל משנת 2005 הקרן אינה מקבלת עובדים חדשים וכמו כן לא קיימת צבירה נוספת של זכויות במסגרת הקרן.

(10) עובדי ביטחון:

תשלומים בגין סיום יחסי עובד מעביד לעובדים המועסקים, על ידי החברה או על ידי גורם ממלכתי, באבטחת שירותי החברה, מבוצעים מתקציב המדינה לאבטחת תעופה. לגבי עובדי הביטחון המועסקים ישירות ע"י החברה, מתבצעת הפרשה בגין סיום יחסי עובד מעביד, בניכוי השתתפות המדינה בהוצאות אלה. בגין מרבית עובדי הביטחון המועסקים על ידי גורם ממלכתי לא מתקיימים יחסי עובד - מעביד עם החברה, ובהתאם לכך, לא נכללה בדוחות כספיים אלה הפרשה לכיסוי תשלומים כנ"ל. לפרטים בדבר תביעת עובדי בטחון, ראה ביאור 24 ג 6.

(11) עובדי החברות המאוחדות:

תנאי עבודתם של עובדי החברות המאוחדות העיקריות בישראל מוסדרים בהסכמי עבודה, על פיהם מחושבת ההתחייבות בשל סיום יחסי עובד-מעביד, על בסיס משכורתם האחרונה ועל פי הסדרי פנסיה, לפי העניין.

תנאי עבודתם של עובדי החברות המאוחדות העיקריות בחו"ל מוסדרים על פי הסכמי עבודה קיבוציים באותן מדינות, וכן בהתאם להוראות החוק והנהוג באותן מדינות.

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(12) הסכם קיבוצי:

(א) כללי:

בנוסף לחקיקת העבודה ולצווי הרחבה, תנאי העבודה של עובדי החברה המועסקים בישראל, למעט העובדים הבכירים ועובדים אחרים המועסקים בהסכמים אישיים, מוסדרים בהסכמים קיבוציים מיוחדים הנחתמים מפעם לפעם בין החברה לבין הסתדרות העובדים הכללית החדשה (לעיל ולהלן - "ההסתדרות") וכן בנהלים המפורסמים מעת לעת על ידי ההנהלה

סעיף 6(ה) לפרק א' להסכם הקיבוצי קובע כי "במשך תקופת ניהול המו"מ, אולם לא יותר מאשר שישה (6) חודשים מתאריך גמר תוקפו, יישאר הסכם זה בתוקף ובתום 6 החודשים האמורים, ייחשב כהסכם קיבוצי לתקופה בלתי מסוימת ויחולו עליו הוראות סעיף 14 לחוק הסכמים קיבוציים, תשי"ז-1957"

הנהלת החברה הודיעה לנציגות העובדים על בקשתה להיכנס למשא ומתן לחידוש הסכם העבודה תוך ציון הנושאים המרכזיים לגביהם מבקשת הנהלת החברה לנהל משא ומתן

המשא ומתן טרם הבשיל לכדי הסכם מחייב, על כן לאור האמור בסעיף 6(ה), החל מחודש יוני 2013 הפך ההסכם הקיבוצי להסכם לתקופה בלתי מסוימת בהתאם לסעיף 13 לחוק הסכמים קיבוציים, ועל כן רשאי כל צד לבטלו בהודעה מוקדמת של 60 יום, בהתאם לסעיף 14 לחוק הסכמים קיבוציים. תוקפו של ההסכם הקיבוצי שנחתם בחודש נובמבר 2008, פג ביום 31 בדצמבר 2012. דיונים לחידוש ההסכם מתקיימים בין הצדדים, זאת החל מחודש נובמבר 2012

(ב) הסכם קיבוצי מיוחד לעובדי דור א' (להלן - "הסכם דור א'"):

על כל עובדי החברה הקבועים בארץ, לרבות צוותי האוויר, חל הסכם קיבוצי מיוחד. ההסכם לא חל על עובדים בכירים (נושאי משרה בכירה ואחרים) להם הסכמי עבודה אישיים וכן על עובדים זמניים להם הסכם קיבוצי מיוחד

ההסכם מסדיר את כל תנאי העבודה של העובדים הקבועים וקובע, בין היתר, סדרי עבודה, זכויות וחובות בסיסיות, תמריצי פריון, מינויים והצבות לחו"ל, מכרזים פנימיים, ביטוחים, הסדרים פנסיוניים, סדרי פיטורים, טיפול בעבירות משמעת, זכויות לכרטיסי טיסה בחינם ובהנחה וכן מנגנון ליישוב חילוקי דעות

ההסכם אוסר קיום שביתות ועיצומים, אלא אם השביתה הוכרזה על ידי ההסתדרות בכפוף לחוק. יישוב סכסוכי עבודה, התשי"ז-1957 ובכפוף לחוקת ההסתדרות, כולל הצבעה חשאית של כלל העובדים

על פי ההסכם כל עובדי החברה הקבועים מדורגים בדירוג שכר מופעלי, שאין לו כל זיקה לדירוגים הארציים קיימים מספר דירוגים. דירוג לעובדי קרקע, דירוג לאנשי צוות אויר (אצ"א) "וותיקים", דירוג נפרד בשכר נמוך יותר לאצ"א "חדשים", דירוג לאנשי צוות דיילי אויר (אצד"א) "וותיקים" ודירוג נפרד בשכר נמוך יותר לאצד"א "חדשים"

כמו כן, כולל ההסכם התחייבות לקיום שקט תעשייתי והוראות משמעת, הוראות ביחס לסיום עבודה, משמרות, זמן מנוחה ומסלולי קידום

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ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ב. הטבות לאחר סיום העסקה: (המשך)

(12) הסכם קיבוצי: (המשך)

(ג) הסכם קיבוצי מיוחד בדבר העסקת עובדים זמניים ("הסכם הזמניים"):

תנאי ההעסקה של העובדים הזמניים מוסדרים בהסכם קיבוצי מיוחד, שהוארך ביום 20 במאי 2004 עד ליום 31 בדצמבר 2008. ההסכם קובע את משך ההעסקה המרבי של עובדים זמניים, בהתאם לסוג העבודה והמחלקה בה מועסק העובד. ההסכם מסדיר את כל תנאי העבודה של העובדים הזמניים, לרבות שכר, גמולים, הפרשות לפנסיה מקיפה, ביטוח דמי מחלה, זכויות לרכיסי טיסה וכיו"ב. תוקף ההסכם הוארך בהסכם הקיבוצי המיוחד מיום 2 בנובמבר 2008 ועד ליום 31 בדצמבר 2012. ביום 31 בדצמבר 2013 ההסכם הוארך בשנה נוספת ומיום זה הפך להסכם לתקופה בלתי מסוימת כאשר כל צד רשאי בהודעה של 60 יום להודיע על ביטולו של ההסכם.

בחודש פברואר 2011 נחתם הסכם קיבוצי מיוחד בעניינם של דיילי אויר זמניים ועובדים זמניים במגזר המינהלי על פי ההסכם, יוקם מאגר של עד 150 עובדים זמניים מכל מגזר, אשר ימשיכו להיות מועסקים פרק זמן כולל של עד עשר שנים כעובדים זמניים. תנאי עבודתם של עובדים אלה יהיה כשל עובדי דור המשך קבוע, למעט קרן השתלמות על עובדים אלה הוחל ההליך המשמעותי של עובדי דור המשך. פיטורי אי התאמה של עובדים כאמור יעשו בועדה פריטטית בהסכמה או בהחלטת בורר. ההסכם הינו בתוקף לשלוש שנים עם אפשרות להאריכו לשנתיים נוספות. בחודש פברואר 2014 פג תוקפו של ההסכם הקיבוצי המיוחד. עם זאת, בחודש דצמבר 2014 נחתם הסכם קיבוצי מיוחד שהאריך את תקופת עבודתם של העובדים שעבודתם הזמנית אמורה היתה להסתיים, על פי הסכם פברואר 2011, בחודש דצמבר 2014, וזאת עד לחודש דצמבר 2015 - כעובדים זמניים.

(ד) הסכם קיבוצי מיוחד (עובדי קרקע - "דור ביניים קבוע"):

ההסכם נחתם ביום 20 במאי 2004, הוא מתייחס לעובדים שהחלו עבודתם לפני 1 בינואר 1999 ונועד להחיל עליהם תנאים שונים מאלה הקבועים בהסכם לעובדי דור א' ומאלה הקבועים לעובדי דור המשך. תוקף ההסכם הוארך בהסכם הקיבוצי המיוחד ונכון להיום ההסכם הינו לתקופה בלתי מסוימת כאשר כל צד רשאי להודיע על ביטולו בהודעה של 60 יום.

(ה) הסכם קיבוצי מיוחד (אצד"א - "דור ביניים קבוע"):

ההסכם נחתם ביום 20 במאי 2004, הוא מתייחס לדיילים (אצד"א) שהחלו עבודתם לפני 1 בספטמבר 1996 ואצד"א שהחלו עבודתם בין התאריכים 1 בינואר 1996 עד 31 בדצמבר 1997 ונועד להחיל עליהם תנאים שונים מאלה הקבועים לעובדים בהסכם דור א' ומאלה הקבועים לעובדי דור המשך. תוקף ההסכם הוארך בהסכם הקיבוצי המיוחד ונכון להיום ההסכם הינו לתקופה בלתי מסוימת כאשר כל צד רשאי להודיע על ביטולו בהודעה של 60 יום.

(ו) הסכם קיבוצי מיוחד (בטחונות):

ההסכם נחתם ביום 20 במאי 2004, הוא מחייב את החברה לפעול לאיזון בין כלל העובדים שהעסקתם מוסדרת על פי הסכמים קיבוציים מיוחדים (דור א', דור ביניים, דור המשך), למניעת העדפת מגזר אחד על פני משנהו ולגבי מתן תוספות שכר בעתיד למגזרים שונים. ההסכם קובע, בין היתר, שמספר העובדים הקבועים במקצועות מסוימים לא יפחת במועדים שונים מזה שנקבע בהסכם. תוקף ההסכם הוארך בהסכם הקיבוצי המיוחד ונכון להיום ההסכם הינו לתקופה בלתי מסוימת כאשר כל צד רשאי להודיע על ביטולו בהודעה של 60 יום.

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ב. הטבות לאחר סיום העסקה (המשך)

(12) הסכם קיבוצי: (המשך)

(ז) הסכמים קיבוציים מיוחדים בנוגע לאצ"א ואצד"א (קיצור שהייה)

בחודש יולי 2006 ובחודש יוני 2007, נחתמו בין החברה לבין הסתדרות העובדים הכללית החדשה-האגף לאיגוד מקצועי ונציגות העובדים מספר הסכמים קיבוציים מיוחדים בנוגע לאצ"א ואצד"א, לצורך שיפור הגמישות התפעולית של החברה על ידי הסרת מגבלות קיימות לביצוע טיסות ישירות ללא חניית ביניים וקיצור שהיית צוותים בצפון אמריקה תוקף ההסכם הוארך בהסכם הקיבוצי המיוחד ונכון להיום ההסכם הינו לתקופה בלתי מסוימת כאשר כל צד רשאי להודיע על ביטולו בהודעה של 60 יום

(ח) הסכם קיבוצי מיוחד לעובדי דור א' להפקדת כספי פיצויי פיטורים בקופה על שם העובד:

ההסכם נחתם ביום 22 בדצמבר 2011, לאור הסדר תחיקתי אשר נכנס לתוקף ביום 1 1 2011, ואשר איננו מאפשר עוד הפקדת פיצויי פיטורים בקופה מרכזית לפיצויים בהתאם להסכם, עובד בהסכם דור א' אשר עד ליום 31 12 2010 הופקדו בגינו כספי הפיצויים לקופה מרכזית, יופקדו הכספים עבורו החל מיום 1 1 2011 לרכיב פיצויים בקופת גמל על שם העובד

(13) ההנחות האקטואריות העיקריות לתאריך הדוח על המצב הכספי:

ליום 31 בדצמבר			
2012	2013	2014	
%	%	%	
3 2%	3 1%	3 0%	שיעורי ההיוון הנומינלי*
3 5%	3 5%	3 2%	שיעורי העלאות משכורות חזויים
			שיעורי תחלופה ועזיבה:
			עד גיל 39
4 1%	4 1%	4 1%	בין הגילאים 40-49
2 8%	2 8%	2 8%	בין הגילאים 50-54
2 0%	2 0%	2 0%	בין הגילאים 55-59
1 0%	1 0%	1 0%	בין גיל 60 לגיל פרישה
0 5%	0 5%	0 5%	

תוכניות להטבה מוגדרת

*** שינוי אומדן**

בהתאם לעמדת סגל חשבונאית מספר 1-21 של רשות ניירות ערך בישראל בדבר קיומו של שוק עמוק לאגרות חוב קונצרניות, החל מיום 31 בדצמבר 2014, לצורך היוון המחויבות בגין הטבות לעובדים, עושה הקבוצה שימוש בשיעור היוון המתאים לתשואות השוק על אגרות חוב קונצרניות באיכות גבוהה בתקופות דיווח קודמות ובמהלך התקופה השוטפת, למעט חישוב יתרת המחויבות ליום 31 בדצמבר 2014, עשתה החברה שימוש בשיעור היוון המתאים לתשואות השוק של אגרות חוב ממשלתיות בהתאם לכך ולאור העליה בשיעור ההיוון הנגזרת מההחלטה כאמור, בשנת הדיווח הכירה החברה בקיטון במחויבות בגין תכנית להטבה מוגדרת, המיוחס לעליה בשיעור ההיוון כאמור בסך כ- 5,896 אלפי דולר, אשר נזקף כרווח כולל אחר (נטו ממס כ- 4,334 אלפי דולר)

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ב. הטבות לאחר סיום העסקה: (המשך)

(13) ההנחות האקטואריות העיקריות לתאריך הדוח על המצב הכספי:

פרוט השינוי הנגזר מקיומו של שוק עמוק לאגרות חוב קונצרניות באיכות גבוהה לסוף התקופה:

ליום 31 בדצמבר 2014		
ערך המחויבות	שיעור היתון	בהנחת שיעור היתון המתאים לתשואות אג"ח ממשלתיות בהנחת שיעור היתון המתאים לתשואות אג"ח קונצרניות באיכות גבוהה פער כתוצאה משינוי אומדן שיעורי ההיתון
אלפי דולר	%	
161,983	25% 2	
156,087	0% 3	
5,896	75% 0	

בנוסף, לאור שינוי האומדן כאמור, החל משנת 2015 תכיר החברה קיטון בהוצאות עלות ריבית בגין תכנית להטבה מוגדרת, אשר יביא לגידול ברווח והפסד של החברה בסך כ- 489 אלפי דולר

ניתוחי רגישות להנחות אקטואריות עיקריות

ניתוחי הרגישות שלהלן נקבעו בהתבסס על שינויים אפשריים באופן סביר בהנחות האקטואריות לתום תקופת הדיווח. ניתוח הרגישות אינו מתחשב בתלות הדדית כלשהי הקיימת בין ההנחות

- אם שיעור ההיתון היה גדל באחוז, המחויבות להטבה מוגדרת הייתה קטנה ב- 6,211 אלפי דולר
- אם שיעור העלאות משכורות חזויים היה גדל באחוז, המחויבות להטבה מוגדרת הייתה גדלה ב- 6,456 אלפי דולר

השפעת תכניות להטבה מוגדרת על תזרימי המזומנים העתידיים של הקבוצה:

מדיניות המימון:

כל אחת מחברות הקבוצה מממנת את המחויבות בגין עובדיה וכמעסיק מפקידה 33% 8 מהמשכורת החודשית של העובד מידי חודש

הפקדות הקבוצה לתוכניות הטבה מוגדרת במהלך השנה הקרובה צפויות להסתכם לסך של כ- 17 מיליון דולר

משך החיים הממוצע המשוקלל של המחויבות להטבה מוגדרת ליום 31 בדצמבר 2014 הינו 8 שנים (2013 6 שנים)

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ביאורים לדוחות הכספיים המאוחדים

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ב. הטבות לאחר סיום העסקה: (המשך)

(14) סכומים שהוכרו בדוח רווח והפסד בגין תוכניות הטבה מוגדרת:

לשנה שנסתיימה ביום 31 בדצמבר			
2012	2013	2014	
אלפי דולר	אלפי דולר	אלפי דולר	
6,252	6,870	6,574	עלות שירות שוטף
9,547	8,667	8,586	עלות ריבית
(9,143)	(7,217)	(7,696)	תשואה על נכסי התוכנית
349	249	435	תשואה ריאלית שהועברה מסעיף פיצויים לתגמולים
1,641	467	786	הפרשי שער
197	350	160	שינויים בתקופה
<u>8,843</u>	<u>9,386</u>	<u>8,845</u>	
7,236	7,538	7,103	ההוצאה נכללה בסעיפים הבאים.
361	527	495	הוצאות הפעלה
1,246	1,321	1,247	הוצאות מכירה
<u>8,843</u>	<u>9,386</u>	<u>8,845</u>	הוצאות הנהלה וכלליות

(15) התנועה בערך הנוכחי של המחויבות בגין תוכנית הטבה מוגדרת:

לשנה שנסתיימה ביום 31 בדצמבר			
2012	2013	2014	
אלפי דולר	אלפי דולר	אלפי דולר	
244,381	248,951	253,167	יתרת פתיחה
6,252	6,870	6,574	עלות שירות שוטף
9,547	8,667	8,586	עלות ריבית
(רווחים) הפסדים בגין מדידות מחדש:			
הפסדים אקטואריים הנובעים משינויים בהנחות			
123	151	-	דמוגרפיות
988	750	2,305	הפסדים אקטואריים הנובעים משינויים בהנחות פיננסיות
הפסדים (רווחים) אקטואריים הנובעים מניסיון בגין הנחות			
1,166	(9,464)	1,686	דמוגרפיות
197	350	160	שינויים בשנה
(19,662)	(16,951)	(20,365)	הטבות ששולמו
5,959	13,843	(20,904)	שינויים בשער חליפין
<u>248,951</u>	<u>253,167</u>	<u>231,209</u>	יתרת סגירה

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

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ב. הטבות לאחר סיום העסקה (המשך)

(16) התנועה בשווי ההוגן של נכסי תוכנית:

לשנה שנסתיימה ביום 31 בדצמבר			
2012	2013	2014	
אלפי דולר	אלפי דולר	אלפי דולר	
200,921	213,249	239,383	יתרת פתיחה
9,143	7,217	7,696	תשואה על נכסי התוכנית
			רווחים בגין מדידות מחדש:
10,981	15,532	3,715	רווחים אקטואריים הנובעים משינויים בהנחות פיננסיות
5,614	5,090	5,705	הפקדות על ידי המעסיק
(17,379)	(14,832)	(16,132)	הטבות ששולמו
(349)	(249)	(435)	תשואה ריאלית שהועברה מסעיף פיצויים לתגמולים
4,318	13,376	(21,690)	שינויים בשער חליפין
213,249	239,383	218,242	יתרת סגירה

(17) התאמת הערך הנוכחי של המחויבות בגין תכנית להטבה המוגדרת והשווי ההוגן של נכסי התוכנית לנכסים והתחייבויות שהוכרו בדוח על המצב הכספי:

ליום 31 בדצמבר		
2013	2014	
אלפי דולר	אלפי דולר	
194,701	177,968	ערך נוכחי של מחויבויות ממומנות
(239,383)	(218,242)	בניכוי - שווי הוגן של נכסי התוכנית
(44,682)	(40,274)	
58,464	53,241	ערך נוכחי של מחויבויות בלתי ממומנות
13,782	12,967	התחייבות נטו, הנובעת ממחויבות להטבה מוגדרת

(18) הרכב נכסי התוכנית:

שווי הוגן של נכסי תוכנית		
ליום 31 בדצמבר		
2013	2014	
אלפי דולר	אלפי דולר	
72,275	81,224	מניות
67,733	31,045	אג"ח ממשלתי
53,525	57,000	אג"ח קונצרני
24,297	24,595	מזומנים, שווי מזומנים ופיקדונות
21,553	24,378	השקעות אחרות
239,383	218,242	

אסטרטגיות לניהול סיכונים:

כספי הפיצויים בישראל, הופקדו בקופות פיצויים מרכזיות הנמצאות תחת ניהול בתי השקעות מובילים במשק

מאז שנת 2011 מופקדים כספי העובדים הזכאים, לפיצויים בקופות אישיות בעיקר בקופת התגמולים של עובדי החברה

בארה"ב ובאנגליה מבצעת החברה הפקדות עבור עובדיה החברים בקרנות הפנסיה, לקופות הנמצאות בניהול בתי השקעות מוכרים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ב. הטבות לאחר סיום העסקה: (המשך)

(19) תשואה בפועל על נכסי תוכנית זכויות לשיפוי:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
9,143	7,217	7,696
10,981	15,532	3,715
20,124	22,749	11,411

תשואה חזויה על נכסי תוכנית
רווחים אקטוארים
תשואה בפועל על נכסי תוכנית

ג. הטבות עובדים אחרות לטווח ארוך:

(1) מענק יובל:

עובדים המגיעים ל- 20, 30 ו- 40 שנות ותק בחברה, זכאים לשי המוענק ב"טקס עשורים" שנתי שמקיימת החברה

(2) ימי חופשה בתשלום:

בהתאם לחוק חופשה שנתית התשי"א-1951, זכאים עובדי החברה למספר ימי חופשה בתשלום בגין כל שנת עבודה. בהתאם לחוק האמור ותוספת לו שנקבעה בהסכם בין החברה לעובדים, מספר ימי החופשה בשנה להם זכאי כל עובד נקבעים בהתאם לוותק של אותו עובד

העובדים זכאים לעד כ- 22 ימי חופשה בשנה (למעט מיעוט שזכאי עד לכ- 30 ימי חופשה בשנה), ולצבור את יתרת ימי החופשה שטרם נוצלה עובד, שחדל לעבוד בטרם ניצל את יתרת ימי החופשה שצבר, זכאי לתשלום בגין יתרת ימי החופשה הנ"ל בעת פרישה

(3) ההנחות האקטואריות העיקריות לתום תקופת הדיווח (ראה ביאור 21 ב-13) לעיל

(4) סכומים שהוכרו בדוח רווח והפסד בגין הטבות עובדים אחרות לטווח ארוך:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
60	82	60
47	64	52
38	131	(121)
146	(1,055)	33
291	(778)	24

עלות שירות שוטף
עלות ריבית
שינויים בשער חליפין
שינויים בשנה

ההוצאה (הכנסה) נכללה בסעיפים הבאים:

234	(625)	20
16	(44)	1
41	(109)	3
291	(778)	24

הוצאות הפעלה
הוצאות מכירה
הוצאות הנהלה וכלליות

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ג. הטבות עובדים אחרות לטווח ארוך: (המשך)

(5) התנועה בערך הנוכחי של המחויבות בגין הטבות עובדים אחרות לטווח ארוך.

לשנה שנסתיימה ביום 31 בדצמבר			
2012	2013	2014	
אלפי דולר	אלפי דולר	אלפי דולר	
2,691	2,868	1,975	יתרת פתיחה
60	82	60	עלות שירות שוטף
47	64	52	עלות ריבית
(115)	(115)	(112)	הטבות ששולמו
146	(1,055)	33	שינויים בתקופה
39	131	(118)	שינויים בשער חליפין
2,868	1,975	1,890	יתרת סגירה

ד. תכניות פרישה מוקדמת:

(1) כללי:

הנהלת החברה החליטה בשנים 2000 ועד 2011 על תוכניות לפרישה מוקדמת של 703 עובדים, בגינם נערכו הפרשות בספרי החברה נכון ליום 31 בדצמבר 2014 השלימו כל העובדים את פרישתם בפועל מהחברה, במסגרת תוכניות הפרישה הנ"ל

בדוחות הכספיים ליום 31 בדצמבר 2014, כלולה יתרת הפרשה בסכום כולל של כ- 3.8 מיליון דולר למימון פרישתם של 92 עובדים במסגרת זאת, הפקידה החברה כספים להבטחת תשלומי הפנסיה המוקדמת לעובדים יתרת הפיקדונות ליום 31 בדצמבר 2014 הינה כ- 4.8 מיליון דולר סך עודף נכס נטו בגין תוכניות פרישה ליום 31 בדצמבר 2014 הינה 1.0 מיליון דולר

כחלק מהליך הפרטת החברה העמידה מדינת ישראל ערבויות, לקיום התחייבויותיה של החברה, לטובת מבטחים וכלל בגין תוכניות הפרישה ליום 31 בדצמבר 2014 אין ערבויות של מדינת ישראל

ככל שהחברה תגבש ותחליט בעתיד על תוכניות פרישה בהסכמה נוספות, בכפוף לשיתוף פעולה עם נציגות העובדים, החברה אינה זכאית לקבלת ערבויות נוספות ממדינת ישראל תוכניות פרישה נוספות יבוצעו בערבות החברה

לביצוע הסדרי הפרישה נכרתו הסכמים בין העובד לבין החברה, בין העובד לבין מוסדות פיננסיים, ובין החברה והמוסדות הפיננסיים במסגרת ההסכמים הנ"ל המוסדות הפיננסיים משמשים כגורם משלם המבצע את תשלומי הפנסיה לאותם פורשים להבטחת התחייבויות החברה לפורשים העמידה החברה ערבויות לפיהן, בין היתר, החברה תפקיד בכל תקופה (לרוב, לשנה מראש) בידי המוסדות הפיננסיים, או תשעבד לטובתם פיקדון בבנק מסחרי, סכום הזהה לסך הסכומים שעל החברה לשלם כפנסיה לפורשיה בגין השנה הקרובה ומכספים אלה יבוצעו תשלומי החברה לפורשים

המוסדות הפיננסיים מעריכים, מעת לעת, את העלויות הצפויות עקב תכנית הפרישה, והחברה מעדכנת את הערכותיה במידת הצורך לפי העלויות בפועל והניסיון שהצטבר בנושא נכון ליום 31 בדצמבר 2014 לא העמידה החברה ערבויות לצדדים שלישיים להבטחת תוכניות הפרישה לעובדים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ד. תכניות פרישה מוקדמת: (המשך)

(2) הרכב היתרה המאזנית:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
9,529	3,826
(10,570)	(4,820)
(1,041)	(994)

מחויבות בגין הטבה בגין פיטורין
נכסי תוכנית למימון המחויבות

(3) ההצגה בדוח רווח והפסד:

לשנה שנתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
444	579	(277)

הוצאות אחרות

(4) ההנחות האקטואריות העיקריות לתום תקופת הדיווח: ראה ביאור 21 ב 13 לעיל

ה. הטבות עובדים לזמן קצר:

(1) ימי חופשה בתשלום:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
49,725	47,861
**54,896	47,703
104,621	95,564

שכר עבודה, משכורת וסוציאליות
חופשה ומנוחה *
סה"כ

* לעניין הצגה ומדידה, ראה ביאור 2 כב (4)
** ראה ביאור 5

(2) סכומים שהוכרו בדוח רווח והפסד:

לשנה שנתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
24,347	26,292	25,212
2,340	2,156	2,110
1,359	4,142	(6,146)
(21,667)	(24,500)	(27,763)
(452)	594	488
5,927	8,684	(6,099)

עלות שירות שוטף
עלות ריבית
שינויים בשער חליפין
הטבות ששולמו
שינויים בשנה

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 21 - התחייבויות בגין הטבות לעובדים (המשך)

ה. הטבות עובדים לזמן קצר: (המשך)

(3) התנועה בערך הנוכחי של המחויבות:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
*44,592	*50,063	*54,896
24,347	26,292	25,212
2,340	2,156	2,110
(21,667)	(24,500)	(27,763)
(1,241)	(1,308)	488
1,692	2,193	(7,240)
<u>50,063</u>	<u>54,896</u>	<u>47,703</u>

יתרת פתיחה
 עלות שירות שוטף
 עלות ריבית
 הטבות ששולמו
 שינויים בשנה
 שינויים בשער חליפין
 יתרת סגירה

* ראה ביאור 5

ו. מידע נוסף - צדדים קשורים:

למידע בדבר התחייבויות שוטפות בגין הטבות לעובדים שניתנו לצדדים קשורים, ראה ביאור 34

ביאור 22 - הכנסות מראש

א. התחייבויות שוטפות:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
*218,912	235,545
36,898	28,617
<u>255,810</u>	<u>264,162</u>

ממכירת כרטיסי טיסה
 בגין נקודות מועדון

ב. התחייבויות לא שוטפות:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
<u>58,073</u>	<u>61,141</u>

בגין נקודות מועדון

* סווג מחדש לסעיף זכאים בגין קטעי טיסה חברות זרות שטרם מומשו

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 23 - הסדרי חכירה תפעולית

א. נכון ליום 31 בדצמבר 2014, ברשות החברה 14 מטוסים חכורים

ב. חכירות מטוסים ומנועים בתקופת הדוח:

(1) בחודש פברואר 2014 ביצעה החברה עם חברה בינלאומית עסקה למכירת שני מנועים (להלן - "המנועים"), אשר היו ברשות החברה וחכירתם על ידי החברה התמורה הכוללת בגין המנועים הינה כ- 7 מיליון דולר (להלן - "התמורה"). התמורה נקבעה בהתאם למחירי השוק המקובלים בתעשייה למנועים מדגם וגיל זהה ובהתאם למצבם התחזוקתי במועד המסירה ושולמה במועד המסירה תקופת החכירה הינה ל-30 חודשים עבור אחד המנועים ו-20 חודשים עבור המנוע השני (להלן "תקופות החכירה") לחברה הוענקה אופציה להארכת תקופות החכירה וזאת לתקופה של עד מועד השיפוז המתוכנן של כל אחד מהמנועים בגין ביצוע העסקה, רשמה החברה ברבעון הראשון לשנת 2014 רווח הון בסך של כ- 4.7 מיליון דולר שנכלל בסעיף הכנסות אחרות החכירה סווגה בדוחות הכספיים כחכירה תפעולית

ג. תשלומים שהוכרו כהוצאה:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
80,774	85,071	79,233
3,707	3,726	4,176
84,481	88,797	83,409

חכירת מטוסים ומנועים
דמי שימוש בקרקע ובמבנים (*)

(*) לחברה הסכמי חכירת מקרקעין ומבנים עם רשות שדות התעופה, ראה ביאור 26 ג

ד. התחייבויות לתשלומי חכירה מינימאליים עתידיים בגין חכירות תפעוליות שאינן ניתנות לביטול:

סכומי ההתחייבות לתשלומי חכירה מינימאליים אינם כוללים תשלום עבור רזרבות תחזוקה בגין חכירה תפעולית של מטוסים ומנועים

בנוגע להתחייבויות לתשלומי חכירה מינימאליים עתידיים בגין חכירות תפעוליות שאינן ניתנות לביטול, תכיר הקבוצה בהתחייבויות הבאות

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
58,698	-
53,251	56,354
43,271	47,263
30,167	32,728
155,499	157,413
340,886	293,758

שנת 2014
שנת 2015
שנת 2016
שנת 2017
שנת 2018 ואילך

תמריצי חכירה:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
4,437	4,437

מוצג בזכאים ויתרות זכות - לא שוטפים

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 24 - הפרשות

א. התחייבויות שוטפות:

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
7,664	1,717
9,341	8,382
<u>17,005</u>	<u>10,099</u>

הליכים משפטיים (ראה ג להלן)
מדינת ישראל (ראה ביאור 21 ב (3) ב)

ב. תנועה:

הליכים משפטיים	מדינת ישראל	סך הכל	
אלפי דולר	אלפי דולר	אלפי דולר	
7,763	8,570	16,333	יתרה ליום 1 בינואר 2013
236	-	236	הפרשות נוספות שהוכרו
114	121	235	עדכון הפרשות קיימות
(856)	-	(856)	סכומים שנוצלו ובוטלו במהלך השנה
<u>407</u>	<u>650</u>	<u>1,057</u>	השפעת שער חליפין
7,664	9,341	17,005	יתרה ליום 31 בדצמבר 2013
311	49	360	הפרשות נוספות שהוכרו
915	-	915	עדכון הפרשות קיימות
(6,385)	-	(6,385)	סכומים שנוצלו ובוטלו במהלך השנה
<u>(788)</u>	<u>(1,008)</u>	<u>(1,796)</u>	השפעת שער חליפין
<u>1,717</u>	<u>8,382</u>	<u>10,099</u>	יתרה ליום 31 בדצמבר 2014

ג. הליכים משפטיים.

נכון ליום 31 בדצמבר 2014, הוגשו כנגד החברה תביעות משפטיות בסך כולל של כ- 229 מיליון דולר ותביעות משפטיות בלתי מכומתות בסכומים כספיים בגין תביעות אלו רשמה החברה הפרשה בדוחות הכספיים בסך כולל של כ- 10 מיליון דולר, וזאת על פי הערכת הנהלת החברה בהסתמך על חוות דעתם של יועציה המשפטיים

לדעת הנהלת החברה, המתבססת על חוות דעת של יועציה המשפטיים, לא צפוי כי לחברה תהיה חשיפה להפסד נוסף בגין התביעות הנ"ל מעבר לסכומי הפרשות שנקללו בדוחות הכספיים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 24 - הפרשות (המשך)

ג. הליכים משפטיים: (המשך)

להלן התייחסות לתביעות מהותיות אשר הוגשו כנגד החברה

- (1) בחודש יוני 2006 הוגשה לבית הדין האזורי לעבודה בתל אביב תביעה כנגד החברה וכנגד מדינת ישראל- משרד האוצר על ידי 94 תובעים שהועסקו בחברה ויצאו לפרישה מוקדמת בין השנים 2001 עד 2003 התובעים עותרים לתיקון הסכמי הפרישה באופן שיצוין בהם כי הפורש יקבל את משכורת הפנסיה המוקדמת לרבות תנאים נלווים עד גיל הפרישה החוקי במקום עד גיל 65 לחילופין, עותרים התובעים לביטול הסכמי הפרישה בית הדין הורה לתובעים לכמת את תביעתם ולשלם אגרה בהתאם התובעים כימתו את התביעה בסך של כ- 20.2 מיליון ש"ח (כ-5.8 מיליון דולר) בחודש ינואר 2009 הורה בית הדין על איחוד תובענה זו יחד עם שתי תובענות נוספות כמו כן, הוגשו תביעות דומות אשר, הסכום הכולל שלהן הינו כ- 3.3 מיליון ש"ח (כ-0.9 מיליון דולר ליום הדוח על המצב הכספי) בחודש אוקטובר 2010 ניתן פסק דין חלקי הקובע, כי יש לפרש את הסכמי הפרישה המוקדמת, כך שבמקום גיל 65 יראו אותם כתקפים עד גיל 67 ביום 25 ביוני 2012 ניתן פסק דין סופי לפיו החברה חויבה לשלם לתובעים סך כולל של כ- 20 מיליון ש"ח החברה הגישה ערעור על פסק הדין ובית הדין הארצי עיכב את ביצוע פסק הדין עד למועד החלטתו בערעור כאמור
- לאחר תאריך המאזן, ביום 3 במרץ 2015 ניתן פסק הדין של בית הדין הארצי, לפיו קיבל בית הדין הארצי את הערעור, ביטל את פסק דינו של בית הדין האזורי לעבודה וקבע כי בנסיבות המקרה יש לראות את גיל 65 הנקוב בהסכמי הפרישה כגיל כרונולוגי ולא כגיל הפרישה החוקי כפי שיהיה מעת לעת, וזאת בהתבסס על פרשנות החוזה ועל הנסיבות האופפות את כריתתו יצוין כי להכרעת בית הדין הארצי השלכה ישירה על כ-19 תביעות באותו עניין התלויות ועומדות כנגד החברה בבית הדין האזורי לעבודה בגין רשמה החברה בעבר הפרשה בדוחותיה הכספיים כתוצאה מכך, ביטלה החברה את ההפרשה בסך כ-6 מיליון דולר בדוחות כספיים אלו הביטול האמור נרשם לסעיף הכנסות אחרות
- (2) ביום 15 במאי 2011 התקבלה במשרדה הראשי של החברה בקשה לאישור תובענה ייצוגית (להלן - "הבקשה") אשר הוגשה נגד החברה לבית המשפט המחוזי בתל אביב ביום 9 במאי 2011 הבקשה הוגשה על ידי נוסעת של החברה, אשר טיסתה בוטלה ביום 5 במאי 2011 עקב הזיהום שנתגלה בדלק הסילוני
- בבקשה הועמד סכום התביעה האישית של התובעת על סך של 5,000 ש"ח והנזק הכללי המוערך על ידי התובעת לכלל הקבוצה הכוללת את כל רוכשי כרטיסי הטיסה מהחברה אשר טיסתם בוטלה בנסיבות אלה (שהוערכה על ידי התובעת כ-2,500 נוסעים) עומד על 12.5 מיליון ש"ח לקבוצה כולה ההליך המשפטי התנהל והתקיימה ישיבת סיכומים, אך טרם התקבל פסק דין לא נרשמה הפרשה בגין תביעה זו בדוחות הכספיים על פי הערכת הנהלת החברה בהתבסס על חוות דעת יועציה המשפטיים של החברה
- (3) ביחס לבקשה לאישור תובענה ייצוגית ובדבר ערעור שהוגש בעקבות החלטת בית המשפט המחוזי בחיפה לדחות בקשה לאישור תובענה ייצוגית ("ההחלטה"), אשר הוגשה כנגד החברה ביום 30 במאי 2011 ולפיה נטען כי החברה מבצעת גביית יתר של דמי ביטול עסקת מכר מרחוק בשיעור העולה על השיעור המקסימלי המותר בהתאם להוראות חוק הגנת הצרכן, ביום 17 באוגוסט 2014 דחה בית המשפט העליון, בשבתו כבית משפט לערעורים אזרחיים, את הערעור אשר הוגש כנגד ההחלטה ובכך קיבל את עמדת החברה בית המשפט העליון קבע כי החברה רשאית לגבות דמי ביטול על פי חוק הגנת הצרכן בגין כל כרטיס טיסה שבוטל, גם כאשר במסגרת הזמנה אחת נרכשו כמה כרטיסים ביום 31 באוגוסט 2014 הוגשה על ידי התובע בקשה לדין נוסף על ידי בית המשפט העליון, החברה הגישה את תגובתה לבקשה לא נרשמה הפרשה בגין תביעה זו בדוחות הכספיים על פי הערכת הנהלת החברה בהתבסס על חוות דעת יועציה המשפטיים של החברה

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 24 - הפרשות (המשך)

ג. הליכים משפטיים: (המשך)

- (4) בחודש מרץ 2012, הוגשה בקשה לאישור הגשת תובענה נגזרת למחלקה הכלכלית בבית המשפט המחוזי בתל אביב-יפו על ידי מחזיק במניות של החברה סכום התובענה עמד על סך של כ- 120 מיליון ש"ח במסגרת הבקשה התבקש בית המשפט לאשר את התובענה כתביעה נגזרת כנגד מספר נושאי משרה שכיהנו בחברה בשנת 2003 ואשר אינם מכהנים עוד בחברה, בטענה כי גרמו לחברה להיות מעורבת בתיאום רכיב מחיר אחד או יותר בתחום שירותי הובלה אווירית של מטענים אל ארצות הברית וממנה בתקופה הרלבנטית על פי הנטען בבקשה, נגרם לחברה נזק הנאמד בסכום התובענה וזאת על רקע ההסדרים אליהם הגיעה החברה בהליכים משפטיים שנוהלו בארה"ב ביום 8 ביולי 2014 נתקבלה החלטת בית המשפט המחוזי, לפיה נדחתה הבקשה לאישור התביעה הנגזרת ביום 5 בספטמבר 2014 הוגש ערעור לבית המשפט העליון
- (5) בחודש דצמבר 2012 הוגשה בקשה לאישור תובענה כייצוגית כנגד רשות שדות התעופה, החברה, ישראיר תעופה ותיירות בע"מ, ארקיע קווי תעופה ישראלים בע"מ ושירות הביטחון הכללי, בנוגע לאפליה בבידוק הביטחוני של ערביי ישראל, אשר נדחתה על ידי בית המשפט המחוזי ובגינה הוגש ערעור לבית המשפט העליון, בדיון שהתקיים בבית המשפט העליון ביום 26 בפברואר 2014 החליטו המערערים לקבל את המלצת בית המשפט, ולחזור בהם מן הערעור בהתאם, דחה בית המשפט את ערעורם
- (6) ביום 4 בפברואר 2013 נתקבל בחברה כתב תביעה אשר הוגש כנגדה בבית הדין האזורי לעבודה בתל אביב על ידי 130 עובדי ביטחון אשר, על פי הנטען בכתב התביעה, הועסקו / מועסקים על ידי החברה כעוזרי קציני ביטחון הנשלחים מעת לעת ליעדים שונים לפי הצורך, לביצוע משימות אבטחת טיסות התובעים דורשים מבית הדין ליתן סעד הצהרתי על פיו ייקבע כי הסכם העבודה הקיבוצי המסדיר את זכויות העובדים בחברה חל על התובעים וכן ליתן סעדים כספיים בגין רכיבי שכר שונים
- החברה הגישה כתב הגנה החברה רשמה הפרשה בגין תביעה זו על פי הערכת הנהלה בהתבסס על חוות דעת יועציה המשפטיים של החברה
- (7) ביום 7 בפברואר 2013 נתקבלה במשרדיה של החברה בקשה לאישור תובענה כייצוגית (להלן - "הבקשה"), אשר הוגשה בבית המשפט המחוזי מרכז, כנגד החברה וכנגד חברות התעופה בריטיש איירווייס, לופטהנזה וסוויס הבקשה הוגשה על ידי עמותת "הצלחה התנועה הצרכנית לקידום חברה כלכלית הוגנת", בשם לקוחות אשר שילחו מטענים לישראל או ממנה (למעט לארה"ב או ממנה), זאת משלא נמצא תובע אחר, כפי שצוין בבקשה בבקשה נטען להסדר כובל לתיאום רכיבים שונים של מחירי שילוח מטענים, אשר פורסם על ידי רשויות שונות בעולם בחודש פברואר 2006 ועילות התובענה הינן על פי חוק ההגבלים העסקיים סך הנזקים המצוין בבקשה עומד על 613 מיליון ש"ח, כאשר מתוכו מיוחס לחברה סך של 473 מיליון ש"ח
- ביום 21 בדצמבר 2014, לאחר תחילת שמיעת דיוני ההוכחות בתיק, הגישה החברה בקשה למחיקת בקשת רשות הייצוג ולמצער לפסילת המבקשת ובאי כוחה, בשל העובדה כי אחד מבאי כוחה של המבקשת (אשר נוכח האמור הפסיק את ייצוגו בהליך) ייצג בעבר את החברה בנושאים הנוגעים לטענות העולות בבקשת האישור בית המשפט הנכבד השהה את כל ההליכים בתיק וביטל את דיוני ההוכחות הנותנים וזאת עד שתתקבל הכרעה בבקשת הסילוק שהגישה החברה
- לא נרשמה הפרשה בגין תביעה זו בדוחות הכספיים על פי הערכת הנהלת החברה בהתבסס על חוות דעת יועציה המשפטיים של החברה
- (8) ביחס לבקשה לאישור תובענה ייצוגית כנגד החברה בטענה כי הפרה, כביכול, את הוראות חוק שירותי תעופה (פיצוי וסיוע בשל ביטול טיסה או שינוי בתנאיה), התשע"ב-2012 (להלן "החוק"), ביום 8 ביולי 2014 ניתן פסק דין על ידי בית המשפט המחוזי בתל אביב לפיו אושרה בקשת ההסתלקות של התובע מן הבקשה לאישור התובענה, כפי שהוגשה בהסכמת הצדדים בהליך זה
- במסגרת בקשת ההסתלקות, הסכימה החברה להעביר את הקישוריות למידע המפורסם באתר האינטרנט שלה בקשר עם החוק לדף הבית באתר וכן להוסיף למידע המפורסם כיום באתר (הכולל את הוראות החוק) תמצית של עיקרי החוק ובהתאם נמחקה הבקשה והתביעה כנגד החברה נדחתה

אל על נתיבי אויר לישראל בערבון מוגבל ביאורים לדוחות הכספיים המאוחדים

ביאור 24 - הפרשות (המשך)

ג. הליכים משפטיים. (המשך)

(9) ביום 22 באפריל 2014 נתקבלה במשרדי החברה בקשה לאישור כתובענה ייצוגית, אשר הוגשה כנגדה בבית המשפט המחוזי בירושלים ("הבקשה") עיקרי הבקשה הינם כי רוכשים אשר ביצעו עסקאות עם החברה ורכשו כרטיסי טיסה לא קיבלו את המידע בדבר תנאי שינוי וביטול כרטיסי הטיסה, כנדרש על פי חוק, וכן כי החברה לא עמדה בתנאי הביטול והשינוי אותם הציגה ללקוחותיה אלא פעלה על פי תנאים שונים שלא היו גלויים להם, זאת על פי טענת התובע בבקשה. הבקשה נוקבת בנזק אישי המוערך ב- 774 ש"ח והנזק הקבוצתי מוערך בסך של כ- 226 מיליון ש"ח. החברה הגישה את תגובתה לא נרשמה הפרשה בגין תביעה זו בדוחות הכספיים, על פי הערכת הנהלה בהתבסס על חוות דעת של יועציה המשפטיים של החברה.

(10) ביום 25 באוגוסט 2014, נתקבלה במשרדי החברה תביעה אשר הוגשה כנגדה על ידי מדינת ישראל – משרד האוצר לבית המשפט המחוזי מרכז, על סך של כ- 58 מיליון ש"ח. עניינה של התביעה היא דרישת המדינה להשבת כספים אשר הועברו כתמורה מניירות ערך של החברה לכיסוי גירעון בקופת הפיצויים של עובדי החברה במסגרת הפרטת החברה בשנת 2003. יצוין כי הגירעון כוסה במלואו בשנת 2007 ונותר עודף בקופת הפיצויים, כמתואר בדוחותיה הכספיים של החברה (ראה ביאור 21). עוד נטען כי החברה קיבלה תמורה נוספת מכח הנפקת אופציות לעובדים בחברה, אשר היתה אמורה להיות מועברת לקופת הפיצויים כאמור. כמו כן, כוללת התביעה סעד למתן חשבונות ביחס לקופת הפיצויים ולגירעון הנטען. החברה הגישה את תגובתה והתקיים דיון מקדמי לעניין הפרשה שנערכה בנוגע לעודף בקופת הפיצויים. ראו ביאור 21 לעיל על פי הערכת הנהלת החברה, בהתבסס על חוות דעת יועציה המשפטיים של החברה, לא נרשמה הפרשה נוספת בדוחות הכספיים.

(11) בחודש ספטמבר 2014 הוגשה תביעה ייצוגית כנגד החברה לבית המשפט המחוזי בתל אביב. זוהי תובענה לסעד כספי ולמתן צו מניעה שעניינה בטענה אודות גביית תשלום כפול בעבור מטען חורג בטיסות המשך של החברה לישראל מלקוחות שכבר שילמו בעבור מטען חורג לחברת התעופה עמה הגיעו אל היעד ממנו טסו עם החברה לישראל, אך לא שמרו עמם את הקבלה בדבר התשלום לתובענה צורפה בקשה להכיר בה כתובענה ייצוגית. המבקשים מעריכים את נזקם האישי ב- 251 ש"ח, ומעמידים את סכום התביעה על סך של כ- 156 מיליון ש"ח, "לפני קבלת פרטים מהנתבעת". החברה הגישה את תשובתה לבקשה לא נרשמה הפרשה בגין תביעה זו בדוחות הכספיים על פי הערכת הנהלת החברה בהתבסס על חוות דעת יועציה המשפטיים של החברה.

כנגד החברה קיימות תביעות משפטיות נוספות בסך כולל של כ- 6 מיליון דולר אשר בגין ביצעה החברה הפרשות בדוחות הכספיים על סמך הערכת הנהלה בהתבסס על חוות הדעת של יועציה המשפטים.

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 25 - מסים על ההכנסה

א. יתרונות מסים נדחים

הרכב התחייבויות (נכסי) מס נדחה מפורטים כדלהלן

יתרה ליום 31 בדצמבר 2014 אלפי דולר	הועבר מרווח כולל אחר לרווח והפסד אלפי דולר	הוכר ברווח הכולל האחר אלפי דולר	הוכר ברווח והפסד אלפי דולר	יתרה ליום 1 בינואר 2014 אלפי דולר
11,980 (212,888)	(7,804) -	14,996 -	7,696 9,572	(2,908) (222,460)
7,453	-	-	7,697	(244)
20,200	-	(15)	(3,416)	*23,631
(173,255)	(7,804)	14,981	21,549	(201,981)
158,551	-	-	(3,346)	161,897
(14,704)	(7,804)	14,981	18,203	(40,084)

הפרשי עיתוי
גידור תזרימי מזומנים
רכוש קבוע
נכסים פיננסיים בשווי הוגן דרך
רווח והפסד
הפרשות, חובות מסופקים
והתחייבויות בגין הטבות עובדים

סה"כ

הפסדים והטבות מס שלא נוצלו:
הפסדים לצרכי מס**

סה"כ

יתרה ליום 31 בדצמבר 2013 אלפי דולר	הועבר מרווח כולל אחר לרווח והפסד אלפי דולר	הוכר ברווח הכולל האחר אלפי דולר	הוכר ברווח והפסד אלפי דולר	יתרה ליום 1 בינואר 2013 אלפי דולר
(2,908) (222,460)	(545) -	88 -	545 6,575	(2,996) (229,035)
(244)	-	-	545	(789)
23,631	-	(6,590)	*3,003	*27,218
(201,981)	(545)	(6,502)	10,668	(205,602)
161,897	-	-	(22,351)	184,248
(40,084)	(545)	(6,502)	(11,683)	(21,354)

הפרשי עיתוי:
גידור תזרימי מזומנים
רכוש קבוע
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סה"כ

הפסדים והטבות מס שלא נוצלו:
הפסדים לצרכי מס**

סה"כ

* התאמה לא מהותית של מספרי השוואה - ראה ביאור 5
** יתרת ההפסדים לצרכי מס הכנסה לתום שנת המס 2014 ו- 2013 הסתכמה בסך של כ- 586 מיליון דולר
וכ- 589 מיליון דולר, בהתאמה

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 25 - מסים על ההכנסה (המשך)

ב. המס האפקטיבי

לשנה שנתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
(24,854)*	38,914*	(39,343)
25%	25%	26.5%
(6,214)	9,729	(10,426)
984	400	199
-	2,416	-
(5,230)	12,545	(10,227)

רווח (הפסד) לפני מסים על הכנסה ולפני רווחי חברות כלולות לפי דוח רווח והפסד שיעור מס סטטוטורי הוצאות (הכנסות) מס לפי שיעור מס סטטוטורי

תוספת במס בגין:

הוצאות שאינן מותרות בניכוי התאמות עקב שינויים בשיעורי המס

סה"כ מסים על הכנסה (הטבת מס) שהוצגו בדוח רווח והפסד

* התאמה לא מהותית של מספרי השוואה - ראה ביאור 5

ג. חוקי המס החלים על חברות הקבוצה:

ביום 26 בפברואר 2008 עבר בכנסת בקריאה שלישית, חוק מס הכנסה (תיאומים בשל אינפלציה) (תיקון מס' 20) (הגבלת תקופת התחולה), התשס"ח-2008 (להלן - "התיקון"), לפיו תחולתו של חוק התיאומים בשל אינפלציה תסתיים בשנת המס 2007, ומשנת המס 2008 לא יחולו עוד הוראות החוק, למעט הוראות המעבר שמטרתן למנוע עיוותים בחישובי המס

בהתאם לתיקון, בשנת המס 2008 ואילך, לא תחושב עוד התאמה של ההכנסות לצרכי מס לבסיס מדידה ריאלי כמו כן, תופסק ההצמדה למדד של סכומי הפחת על נכסים קבועים ושל סכומי הפסדים מועברים לצרכי מס, באופן שסכומים אלה יתואמו עד למדד של סוף שנת המס 2007, והצמדתם למדד תיפסק ממועד זה ואילך

התקנות הדולריות ימשיכו לחול על החברה גם לאחר הפסקת תחולתו של חוק התיאומים

על פי תקנות מס הכנסה (כללים בדבר ניהול פנקסי חשבונות של חברות בהשקעת חוץ ושל שותפויות מסוימות וקביעת הכנסתן החייבת), התשמ"ו-1986, נמדדות התוצאות לצרכי מס של החברה וחלק מחברות הבת שלה על בסיס דולרי חלק מהחברות המאוחדות נישומות במשולב עם החברה

החברה היא חברה תעשייתית כהגדרתה בחוק לחוק עידוד התעשייה (מסים), התשכ"ט-1969, וזכאית, בהתאם לכך, לפחת בשיעורים מוגדלים על מטוסים וציוד

על פי תקנות מס הכנסה-פחת 1941, זכאית החברה לפחת בגין מטוסים שבבעלותה, בשיעור שנתי של 30% מהעלות ובגין מנועי רזרבה שבבעלותה, בשיעור שנתי של 40%

החברות המאוחדות בחו"ל כפופות לחוקי המס החלים במדינות המושב

עם מרבית המדינות בהן פועלות נציגויות החברה קיימות אמנות למניעת כפל מס או הסדרים הדדיים בין המדינות, הפוטרות את החברה מתשלום מס הכנסה על פעילותן באותן מדינות

ביום 13 בינואר 2013 פורסם על ידי רשות המיסים חוזר מס הכנסה (01/2013) בנושא כללי חשבוניות מקובלים לעניין הדוחות השנתיים לפי סעיף 131 לפקודת מס הכנסה (נוסח חדש), התשכ"א-1961

לגבי כלל החברות עמדת רשות המיסים הינה שכללי החשבוניות המקובלים לצרכי מס כוללים, בין השאר, את תקני הדיווח הכספי הבינלאומיים (IFRS) - תקנים ופרשנויות שאומצו ע"י הוועדה לתקני חשבוניות בינלאומיים (IASB)

בהתאם לחוק מס ערך מוסף, התשל"ו-1975, הוגדרו עסקאות למכירת כרטיסי טיסה מישראל ואליה, או מיעד אחד בחו"ל ליעד אחר, וכמו כן הובלת מטענים בדרך האוויר מישראל ואליה, כעסקאות שהמע"מ עליהן הוא בשיעור אפס

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 25 - מסים על ההכנסה (המשך)

ג. חוקי המס החלים על חברות הקבוצה: (המשך)

בחודש אוגוסט 2013 פורסם ברשומות "חוק ההסדרים" (להלן - "החוק")

על פיו הועלה מס החברות החל משנת המס 2014 משיעור של 25% לשיעור של 26.5%

ד. שומות סופיות:

לחברה הוצאו שומות מס סופיות עד וכולל שנת המס 2002 כמו כן, לחברה שומות מס הנחשבות כסופיות עד וכולל שנת המס 2010 לחברות מאוחדות עיקריות הוצאו שומות מס הנחשבות כסופיות עד וכולל שנת המס 2010

ביאור 26 - התחייבויות תלויות, ערבויות והתקשרויות

א. התחייבויות תלויות:

לעניין תביעות משפטיות, ראה ביאור 24 ג לעיל

ב. ערבויות:

הקבוצה העמידה ערבויות לצדדים שלישיים בסך של כ- 9,558 אלפי דולר (2013 6,500 אלפי דולר)

ג. התקשרויות עם רשות שדות התעופה ("רש"ת):

(1) לחברה זכות שימוש (הרשאה) בקרקע בשטח של 290 דונם בנמל תעופה בן גוריון, עד ליום 31 בדצמבר 2010 עם אופציה להארכה לתקופה נוספת של 25 שנה

החברה הודיעה על רצונה לממש ההארכה לעיל בהתאם להסכם, ונמצאת בשלבי משא ומתן מול רש"ת לגבי הארכת ההסכם לתקופה נוספת

(2) ביום 19 באוקטובר 2004 נוסף תיקון להסכם הנ"ל, לפיו בנוסף לתשלום עבור הקרקע, החברה תשלם לרש"ת דמי שימוש שנתיים לפי תעריף מוסכם בעבור מבנים ומתקנים מסוימים, אשר הסתיימה תקופת הפחתתם בשנת 2014 נרשמה בספרי החברה הוצאה של כ- 4.2 מיליון דולר עבור מרכיב הקרקע והמבנים

(3) לחברה הסכם זכות שימוש (הרשאה) עם רש"ת עבור מחסן שרות לנוסע (של"ן) בנתב"ג בשטח של כ- 4,350 מ"ר דמי השימוש השנתיים הינם כ- 2.5 מיליון ש"ח (כ- 0.7 מיליון דולר) תוקף ההסכם הוארך עד ליום 31 בדצמבר 2016

(4) ביום 1 בנובמבר 2011 הודיעה רשות שדות התעופה, על הארכה ותיקון של חוזה ההרשאה להפעלת טרקלין אירוח נוסעי החברה בטרמינל 3 לתקופה נוספת עד ליום 31 במאי 2014, בתנאים הבאים דמי שימוש שנתיים בסך של כ- 18 מיליון ש"ח (כ- 4.6 מיליון דולר לתאריך הדוח) העלות השנתית מתעדכנת בהתאם למדד המחירים לצרכן בלבד. כמו כן נחתמו הסכמים למתן הרשאה בשטחים אחרים בטרמינל 3 עד לחודש נובמבר 2014 בתמורה לדמי שכירות בסך כ- 7.8 מיליון ש"ח בשנה (כ- 2.2 מיליון דולר לתאריך הדוח) החברה מנהלת משא ומתן עם רש"ת להארכת ההסכמים

ד. לעניין התקשרויות לרכישת מטוסים ומנועים ראה ביאור 14 ד

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 27 - הון

א. הון המניות של החברה:

מונפק וגפרע		ר ש ו ם		
מניות רגילות	מניה מיוחדת	מניות רגילות	מניה מיוחדת	
1 ש"ח ע.ג.	1 ש"ח ע.ג.	1 ש"ח ע.ג.	1 ש"ח ע.ג.	
ש"ח	ש"ח	ש"ח	ש"ח	
495,719,135	1	1,000,000,000	1	יתרה:
				ליום 31 בדצמבר 2014
495,719,135	1	1,000,000,000	1	ליום 31 בדצמבר 2013

ב. הזכויות הנלוות למניית המדינה המיוחדת:

ביום 18 במאי 2003, הקצתה החברה מניה מיוחדת לממשלת ישראל אשר אינה ניתנת למכירה או העברה המניה המיוחדת נועדה להגן על העניינים החיוניים של המדינה, בהתאם להחלטות הממשלה, כדלקמן

- שמירה על קיום החברה כחברה ישראלית שהדין הישראלי חל עליה,
- שמירה על כושר תפעול ויכולת הטסה של נוסעים ומטען שלא יקטן מתחת לכמות מינימלית שנקבעה,
- מניעה מגורמים עוינים להשתלט על החברה,
- שמירה על סידורי הביטחון ואבטחה בחברה כפי שיקבעו על ידי גורמים ממלכתיים מטעם המדינה

בנוסף, אישרה ועדת הכספים של הכנסת ביום 12 באוקטובר 2004, הוצאת צו מכוח חוק החברות הממשלתיות, לפיו החברה מחויבת להעסיק בכל עת אנשי צוות אוויר ישראליים, ובישראל - אנשי צוות קרקע ישראליים, במספר שלא יפחת מהנדרש להפעלה רציפה ובו זמנית בשעת חרום, של כל צי המטוסים המהווים את קיבולת ההטסה המינימאלית שהחברה מחויבת להחזיק בהתאם להוראות מניית המדינה המיוחדת נכון למועד החתימה על הדוחות הכספיים, אין הוראות הצו מחייבות את החברה לשינוי כלשהו באופן תפעול או לשינוי כלשהו בהרכב העובדים בה

ג. מניות המוחזקות בידי עובדי החברה:

תאגיד העובדים (אחזקות בנאמנות של עובדי אל-על בע"מ) (להלן - "תאגיד העובדים") החזיק במניות של החברה מכח זכות לרכישת מניות שהוענקה להם על ידי המדינה במסגרת תשקיף 2003

ביום 5 בדצמבר 2013 חדל תאגיד העובדים להיות בעל עניין בחברה למיטב ידיעת החברה, נכון ליום 31 בדצמבר 2014 תאגיד העובדים אינו מחזיק במניות החברה

ד. מדיניות חלוקת דיבידנד.

במסגרת מדיניות זו, החברה תחלק דיבידנדים מעת לעת, לפי שיקול דעת הדירקטוריון, ובכפופות לצרכי החברה

"שום מדיניות זו כפוף להוראות כל דין ולהערכת דירקטוריון החברה בדבר יכולתה של החברה לעמוד מעת לעת בחבוינות הקיימות והצפויות, ובהתחשב בנזילותה, בפעילותה ובתוכניותיה העסקיות של החברה הקיימות או הצפויות בעתיד אין באימוץ מדיניות זו כדי לגרוע מסמכותו של דירקטוריון החברה להחליט בכל עת על שינוי, תיקון ו/או ביטול מדיניות הדיבידנד שנקבעה בהחלטה זו ו/או לאשר חלוקות נוספות בגבולות המותר על פי הדין ו/או להחליט על הקטנת שיעור הדיבידנד אשר יחולק בפועל או על הימנעות מחלוקה בשים לב לנזילותה של החברה, פעילויותיה, עסקיה ומצבה המשתנה מעת לעת

לפרטים בדבר הסדרים עם בל"ל בקשר לחלוקת דיבידנד, ראה ביאור 20 ה 2 ב

אל על נתיבי אויר לישראל בערבון מוגבל ביאורים לדוחות הכספיים המאוחדים

ביאור 27 - הון (המשך)

ה. תוכנית אופציות לעובדים בכירים

(1) בחודשים פברואר 2006, מאי 2006 ונובמבר 2007 אימצה החברה 3 תוכניות אופציות לעובדים, אשר הוענקו לנושאי משרה בכירה ומנהלים בחברה כמות האופציות אשר הוקצו בכל תוכנית הינה 17,092,129, 3,072,536 ו- 2,195,852, בהתאמה כל אופציה הייתה ניתנת למימוש למנייה רגילה אחת של החברה בת 1 ש"ח ערך נקוב מחיר המימוש התיאורטי של אופציה אחת למנייה אחת בכל תוכנית היה 297 33 אגורות, 188 94 אגורות ו- 201 אגורות, בהתאמה תקופת הבשלת האופציות הייתה עד 4 שנים, כאשר כל האופציות שהוענקו אך לא מומשו, יפקעו ויבוטלו בתום 3 שנים מהמועד בו בשלה כל אופציה

מספר אופציות			
תוכנית ג'	תוכנית ב'	תוכנית א'	
193,124	-	-	קיימות במחזור ליום 1 בינואר 2014
(193,124)	-	-	פקעו
			קיימות במחזור וניתנות למימוש
			ליום 31 בדצמבר 2014
-	-	-	

(2) הסכם שירותים והקצאת אופציות ליו"ר הדירקטוריון של החברה:

ביום 21 בינואר 2009, החליט דירקטוריון החברה על מינויו של מר עמיקם כהן כיו"ר דירקטוריון החברה (להלן - "היו"ר"), זאת החל מיום 1 בפברואר 2009

ביום 30 באפריל 2009, אישרו ועדת הביקורת ודירקטוריון החברה הסכם למתן שירותים עם היו"ר (להלן - "הסכם השירותים") ביום 24 ביוני 2009, אישרה האסיפה הכללית המיוחדת של בעלי המניות של החברה את הסכם השירותים

על-פי הסכם השירותים, מעניק היו"ר לחברה שירותי יו"ר דירקטוריון פעיל כמקובל בחברות ציבוריות בתחומי פעילותה של החברה והחברות הבנות שלה, כפי שהינם במועד ההתקשרות בהסכם השירותים וכפי שיהיו מעת לעת (להלן - "השירותים")

בתמורה למתן השירותים, זכאי היו"ר לתמורה כדלקמן (א) תשלום חודשי בסך של 90,000 ש"ח בתוספת מע"מ כדין צמוד למדד המחירים לצרכן (להלן - "התמורה"), (ב) 4,650,000 אופציות בלתי סחירות הניתנות למימוש ל-4,650,000 מניות רגילות בנות 100 ש"ח ע"נ כ"א של החברה, (ג) זכאות להטבות בקבלת כרטיסי טיסה, ו-(ד) החזר הוצאות סבירות בגין אש"ל, אירוח וטלפון נייד אשר יוצאו על-ידי היו"ר במסגרת ולצורך מתן השירותים בכפוף להוראות הדין ובהתאם לנוהלי החברה

התמורה ויתר ההטבות והתשלומים כמפורט לעיל מהווים תמורה מלאה ליו"ר בעבור מתן השירותים, לרבות עבור כהונתו כדירקטור בחברה ומלבד אלו לא יהא זכאי היו"ר לקבל מהחברה כל הטבה ו/או שכר ו/או תגמול נוסף מכל מין וסוג שהוא לרבות שכר דירקטורים (גמול השתתפות וגמול שנתי) בגין כהונתו כדירקטור בחברה ככל שיחדל היו"ר לכהן כיו"ר דירקטוריון החברה וימשיך לכהן כדירקטור בחברה, יהא הוא זכאי אך ורק לשכר הדירקטורים (גמול השתתפות וגמול שנתי) בהתאם לגמול המשולם לדירקטורים בחברה באותו מועד וכן זכאות לכרטיסי טיסה כפי שזכאים הדירקטורים של החברה

האופציות הנזכרות לעיל, היוו, נכון למועד חתימת הסכם השירותים, כ-95% מהון המניות המונפק והנפרע של החברה

נכון למועד הדוח, פקעו כל האופציות אשר החזיק יו"ר הדירקטוריון, מבלי שמומשו

בשנת 2014 לא נרשמה הוצאה בגין האופציות שהוענקו ליו"ר הדירקטוריון

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 27 - הון (המשך)

ה. תוכנית אופציות לעובדים בכירים: (המשך)

(2) הסכם שירותים והקצאת אופציות ליו"ר הדירקטוריון של החברה: (המשך)

התקשרות הצדדים בהסכם השירותים הייתה רטרואקטיבית החל מיום 1 בפברואר 2009 ועד ליום בו יחדל היו"ר לכהן כיו"ר הדירקטוריון של החברה מכל סיבה שהיא למרות האמור לעיל, יהיה הסכם השירותים ניתן לביטול בכל עת על-ידי כל אחד מהצדדים, מכל סיבה שהיא, בהודעה מראש ובכתב של 90 (תשעים) ימים

ביום 8 בינואר 2014 אישרה האסיפה הכללית את עדכון הסכם השירותים וזאת החל מיום 1 בינואר 2014 השירותים שיינתנו על ידי יו"ר הדירקטוריון יהיו בהיקף משרה אשר לא יפחת מ- 40% תמורת השירותים יהיה יו"ר הדירקטוריון זכאי לתמורה חודשית בסך של 53 אלפי ש"ח בתוספת מע"מ כדין צמוד למדד המחירים לצרכן בנוסף יהיה זכאי יו"ר הדירקטוריון למענק שנתי, בהתאם למנגנון המענק השנתי שנקבע במדיניות התגמול של החברה, בשיעור שלא יעלה על 90% מגובה המענק לו זכאי המנכ"ל בהתאם להיקף המשרה (על פי המדיניות זכאי המנכ"ל למענק בשיעור של 2% מהרווח השנתי של החברה לפני מס ולא יותר מסך של 3 מיליון ש"ח) יתר ההוראות שלא שונו מפורשות בעדכון ימשיכו לחול בהתאם להוראות הסכם השירותים

(3) הקצאת אופציות למנכ"ל החברה היוצא:

החברה העניקה למנכ"ל היוצא מר אליעזר שקדי, 9,914,382 אופציות הניתנות למימוש ל- 9,914,382 מניות רגילות בנות 100 ש"ח ע"נ כל אחת של החברה, אשר היו, נכון למועד חתימת הסכם האופציות (שאושר במסגרת אישור הסכם ההעסקה) ("הסכם באופציות"), כ-2% מהון המניות המונפק והנפרע של החברה וכ-190% בדילול מלא האופציות הוענקו ביום 7 בפברואר 2010 בהתאם לתוכנית האופציות 2006 של החברה ועל פי הסכם אופציות עם המנכ"ל היוצא

האופציות הוקצו לנאמן עבור המנכ"ל היוצא בהתאם לסעיף 102 לפקודת מס הכנסה, במסלול רווח הון והן ניתנות למימוש למניות החברה, בכפוף להתאמות וכמפורט להלן

מחיר המימוש בגין כל אופציה עמד על 96.5 אג', שהינו מחיר הסגירה של מניית החברה בבורסה ביום 11.1.2009, הוא יום תחילת עבודתו של המנכ"ל היוצא

בשנת 2014 לא נרשמה הוצאה בגין האופציות

האופציות האמורות לא מומשו והן פקעו לאחר מועד הדוח, ביום 19 במרץ 2015

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים

א. ההרכב

נכסים פיננסיים נגזרים:

סך הכל נכסים		נכסים שוטפים	
ליום 31 בדצמבר		ליום 31 בדצמבר	
2013	2014	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
7,163	-	7,163	-
4,834	-	4,834	-
11,997	-	11,997	-
892	-	892	-
12,889	-	12,889	-

מכשירים פיננסיים נגזרים, אשר יועדו כפריטים מגדרים: עסקאות גידור דלק סילוני חוזי אקדמה לרכישת מטבע חוץ

מכשירים פיננסיים נגזרים הנמדדים בשווי הוגן דרך רווח או הפסד: עסקאות גידור דלק סילוני

סה"כ נכסים פיננסיים נגזרים

התחייבויות פיננסיות נגזרים.

סך הכל		התחייבויות לא שוטפות		התחייבויות שוטפות	
ליום 31 בדצמבר		ליום 31 בדצמבר		ליום 31 בדצמבר	
2013	2014	2013	2014	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
-	42,144	-	-	-	42,144
-	2,912	-	-	-	2,912
991	216	826	-	165	216
991	45,272	826	-	165	45,272
-	19,930	-	-	-	19,930
-	8,131	-	-	-	8,131
-	28,061	-	-	-	28,061
991	73,333	826	-	165	73,333

מכשירים פיננסיים נגזרים אשר יועדו כפריטים מגדרים: עסקאות גידור דלק סילוני עסקאות גידור מטבע חוץ חוזי החלפת שיעורי ריבית

מכשירים פיננסיים נגזרים הנמדדים בשווי הוגן דרך רווח או הפסד: עסקאות גידור דלק סילוני עסקאות גידור מטבע חוץ

סה"כ התחייבויות פיננסיות אחרות

אל על נתיבי אויר לישראל בערבון מוגבל **ביאורים לדוחות הכספיים המאוחדים**

ביאור 28 - מכשירים פיננסיים (המשך)

ב. **מדיניות ניהול ההון:**

החברה מנהלת את הונה על מנת להבטיח כי ישויות הקבוצה תוכלנה להמשיך ולהתקיים כ"עסק חיי" תוך העצמת התשואה של בעלי המניות

ההון כולל הון מונפק, קרנות הון ויתרות עודפים כמתואר בדוח על השינויים בהון

ג. **עיקרי המדיניות החשבונאית:**

פרטים לגבי עיקרי המדיניות החשבונאית והשיטות שאומצו, כולל התנאים להכרה, בסיס המדידה והבסיס לפיו הוכרו ההכנסות וההוצאות ביחס לכל קבוצה של נכסים פיננסיים, התחייבויות פיננסיות ומכשירי הון, מובאים בביאור 2

ד. **מטרות ניהול סיכונים פיננסיים:**

דירקטוריון החברה אחראי לאישור מדיניות ניהול סיכונים השוק של החברה ומפקח על יישום המדיניות באמצעות וועדה לניהול סיכונים שוק

הוועדה אחראית על הגדרת המדיניות ועדכונה, בקרה על יישום המדיניות ומתן הנחיות/אישורים להנהלת החברה לחרוג מיישום המדיניות בהתאם להתפתחויות שונות

מנכ"ל החברה אחראי לקבלת ההחלטות באשר לביצוע עסקאות הגידור בפועל בהתאם למדיניות ולהנחיות הוועדה

חטיבת הכספים של החברה מספקת שירותים לפעילות העסקית, מאפשרת גישה לשווקים פיננסיים מקומיים ובינלאומיים, מפקחת ומנהלת את הסיכונים הפיננסיים הקשורים לפעילויות החברה באמצעות דוחות פנימיים המנתחים את מידת החשיפה לסיכונים לפי רמתם ועוצמתם. סיכונים אלה כוללים סיכונים שוק (סיכון מטבע, סיכון שיעור ריבית וסיכון מחיר דלק סילוני) וסיכון נזילות

החברה ממתנת את השפעת הסיכונים הנ"ל ע"י שימוש במכשירים פיננסיים נגזרים על מנת לגדר את החשיפות לסיכונים השימוש במכשירים פיננסיים נגזרים נעשה בהתאם למדיניות החברה שאושרה ע"י הדירקטוריון, אשר קובעת עקרונות כתובים לגבי ניהול סיכון מטבע, סיכון שיעור ריבית, סיכון מחיר דלק סילוני, השימוש במכשירים פיננסיים נגזרים ומכשירים פיננסיים לא נגזרים וההשקעה של עודף נזילות ההנחיות לביצוע פעילויות הגידור ניתנות על ידי מנכ"ל החברה ומבוצעות על ידי חטיבת הכספים. הציות למדיניות ולרמות החשיפה נסקר ע"י ועדת ניהול הסיכונים על בסיס שוטף ומתמשך

הוועדה לניהול סיכונים שוק של הדירקטוריון מנחה מפעם לפעם את הנהלת החברה לחרוג לתקופות קצובות מאותה מדיניות, בהתאם להתפתחויות בשוק

ה. **סיכון שוק:**

פעילות הקבוצה חושפת אותה בעיקר לסיכונים פיננסיים של שינוי במחירי הדלק הסילוני (ראה סעיף ח' להלן), בשערי חליפין של מטבע חוץ (ראה סעיף ו' להלן) ושינויים בשיעורי ריבית (ראה סעיף ז' להלן) הקבוצה מחזיקה מגוון של מכשירים פיננסיים נגזרים על מנת לנהל את החשיפות שלה לסיכונים שוק, הכוללים

- חוזי Swap ואופציות לרכישות צפויות של דלק סילוני להקטנת החשיפה לשינויים במחיר הדלק הסילוני
- חוזי אקדמה ואופציות להחלפת מטבע חוץ להקטנת חשיפת החברה בגין תשלום שכר וספקים מקומיים בש"ח
- חוזים להחלפת שיעורי ריבית (IRS Swaps) להקטנת הסיכון הנובע מעלייה בשיעורי הריבית

במהלך תקופת הדיווח, לא חל שינוי בגורמי החשיפה לסיכונים שוק. באשר לשינויים שחלו במדיניות הגידור בשנת הדוח, ראה סעיפים 28 ו, 28 ז ו-28 ח להלן

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

1. סיכון מטבע

עיקר הכנסותיה והוצאותיה של החברה הן בדולר והחברה חשופה לשינויים בשער הדולר למול מטבעות אחרים בהם יש לה הכנסות והוצאות, בעיקר בגין מרבית הוצאות השכר המשולמות בארץ בשקלים. בהתאם לכך, שינוי בשער הדולר ביחס לשקל משפיע על ערכן הדולרי של ההוצאות השקליות של החברה.

לחברה גם חשיפה מאזנית לפיחות בשער החליפין של הדולר מול השקל ומול מטבעות אחרים, וזאת בגין עודף התחייבויות פיננסיות על נכסים פיננסיים הנקובים במטבע שונה מהדולר (בעיקר ש"ח).

הערכים הפנקסניים של הנכסים וההתחייבויות הכספיים העיקריים של הקבוצה הנקובים במטבע שאינו מטבע הפעילות הינם כדלקמן:

התחייבויות		נכסים	
ליום 31 בדצמבר		ליום 31 בדצמבר	
2013	2014	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
21,551	22,299	29,241	17,110
55,355	41,535	58,941	66,291

אירו או בהצמדה אליו

ש"ח

ניתוח רגישות של מטבע חוץ:

הקבוצה חשופה בעיקר לשקל החדש ולאירו

הטבלה הבאה מפרטת את הרגישות לעלייה או ירידה של 10% בשער החליפין הרלוונטי 10% הוא שיעור הרגישות אשר נעשה בו שימוש בדיווח לאנשי המפתח הניהוליים וכן מדד זה מייצג את הערכות ההנהלה לגבי השינוי הסביר בשערי החליפין. ניתוח הרגישות כולל יתירות קיימות של פריטים כספיים הנקובים במטבע חוץ ומתאים את התרגום שלהם בתום התקופה לשינוי בשיעור של 10% בשיעורי מטבע חוץ.

מספר חיובי בטבלה מציין עליה ברווח או ההפסד וגידול בהון ומספר שלילי מציין ירידה ברווח או הפסד וקטון בהון.

השפעה של עליה ב- 10% במטבע הדולר מול המטבעות האחרים (לפני השפעת המס)

השפעת אירו		השפעת ש"ח	
ליום 31 בדצמבר		ליום 31 בדצמבר	
2013	2014	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
(699)	472	(326)	(1,248)

רווח או (הפסד)

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

א. סיכון מטבע. (המשך)

עסקאות לגידור מטבע חוץ:

החברה בוחנת מעת לעת את הצורך בשימוש במכשירים כספיים נגזרים פיננסיים (Derivatives) להקטנת החשיפה מסיכונים מטבע בעת שהחברה מחזיקה במכשיר פיננסי נגזר, החברה חשופה לשינוי בשווי ההוגן של מכשירים פיננסיים אלה כתוצאה משינוי במחירי השוק שלהם

לצורך הקטנת החשיפה התזרימית בגין שער החליפין דולר שקל, מבצעת החברה מעת לעת עסקאות גידור חלק מהעסקאות האלה מוכרות חשבונאית כגידור תזרימי מזומנים וחלק אחר אינו מוכר

החל מסוף שנת 2010, החברה מגדרת את חשיפתה התזרימית הצפויה, בהיקף של עד 75% ל-12 החודשים הקרובים באופן מתגלגל מדי חודש היקף הגידור בפועל ייקבע על פי שיקול דעתה של ההנהלה

השווי ההוגן של חוזי האקדמה להחלפת מטבע חוץ לתאריך הדוח על המצב הכספי נקבע תוך שימוש בשערי חליפין עתידיים מפורסמים ועקומות תשואה הנגזרות משיעורי ריבית מפורסמים התואמות למועדי הפדיון של החוזים הנקובים במטבע חוץ

בשנת 2014, התקשרה החברה במספר עסקאות פיננסיות נוספות, אשר נועדו להגן על החברה מפני ירידה בשערי החליפין של הדולר מול השקל, לתקופות שתסתיימנה בחודש נובמבר 2015
בשנת 2014 רשמה החברה בגין עסקאות גידור מטבע חוץ הוצאות בסך כ- 9 מיליון דולר
סה"כ השווי ההוגן נטו של עסקאות גידור מטבע חוץ ליום 31 בדצמבר 2014 הסתכם להתחייבות בסך של כ- 110 מיליון דולר (מתוכן כ- 29 מיליון דולר בגין עסקאות המוכרות חשבונאית כגידור תזרימי מזומנים), לעומת נכס בסך של כ- 48 מיליון דולר ליום 31 בדצמבר 2013 הירידה בשווי ההוגן נובעת בעיקר מעלייה בשער החליפין ומרכישת ופקיעת עסקאות לגידור מטבע חוץ במהלך שנת 2014

גידור תזרימי מזומנים:

הטבלה הבאה מפרטת את סכומי הבסיס של העסקאות ואת התנאים הנותנים של חוזי אקדמה להחלפת מטבע חוץ, הקיימים לתאריך הדוח על המצב הכספי

התחייבות שווי הוגן	סכומי העסקאות אלפי דולר	שער חליפין דולר - שקל
אלפי דולר	אלפי דולר	דולר - שקל
(2,912)	38,780	3 55-3 59

גידור תזרימי מזומנים:
עד 12 חודשים

לעניין המדיניות החשבונאית של הקבוצה בדבר גידור תזרימי מזומנים, ראה ביאור 2 ד

במהלך השנה קטן ההון בסכום של 5,693 אלפי דולר לאחר מס (בשנת 2013 קטן ההון בסכום של 4,702 אלפי דולר לאחר מס), בגין אפקטיביות של גידור תזרימי מזומנים כהגנה לסיכון תזרימי מזומנים בגין שערי מטבע

ניתוח רגישות של חוזי אקדמה להחלפת מטבע חוץ:

ניתוח הרגישות נקבע על בסיס החשיפה לשערי מטבע חוץ של מכשירים פיננסיים נגזרים ולא נגזרים בתאריך הדוח על המצב הכספי ניתוח הרגישות הוכן תחת ההנחה כי סכום הנכסים לתאריך הדוח על המצב הכספי עמד לאורך כל שנת הדיווח לשם דיווח פנימי לאנשי המפתח הניהוליים בנוגע לסיכון שערי מטבע חוץ, נעשה שימוש בשיעור עלייה או ירידה של 10%, המייצג את הערכת ההנהלה לגבי שינוי סביר בשערי מטבע החוץ

בהנחה ששערי מטבע שקל-דולר היו גדלים/קטנים ב- 10% בשנת 2014 (2013 10%) ושאר הפרמטרים היו נשארים קבועים, ההשפעה על ההון לפני מס הייתה כדלקמן

קרנות ההון ליום 31 בדצמבר 2014 היו קטנות/גדולות בכ- 3 5 וכ- 4 3 מיליון דולר, בהתאמה (ליום 31 בדצמבר 2013 היו קטנות/גדולות בכ- 7 8 וכ- 9 6 מיליון דולר, בהתאמה)

ההפסד לשנת 2014 היה גדול/קטן בכ- 10 9 וכ- 11 3 מיליון דולר, בהתאמה (לשנת 2013 ללא שינוי מכיוון שלא היו עסקאות פתוחות ליום 31 בדצמבר 2013 שאין מוכרות חשבונאית כעסקאות הגנה)

אל על נתיבי אויר לישראל בערבון מוגבל ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

ז. סיכון ריבית:

החברה חשופה לסיכון ריבית מכיוון שלחברה קיימות הלוואות בשיעורי ריביות משתנים הסיכון מנוהל ע"י החברה באמצעות שמירה על יחס מתאים בין הלוואות בריבית משתנה להלוואות בריבית קבועה, ע"י שימוש בחוזים להחלפת שיעורי ריבית (Swap) פעולות הגידור מוערכות באופן שוטף על מנת להתאימן לתחזיות בדבר שיעור הריבית והסיכון המגודר הרצוי הבטחת אסטרטגיית גידור אופטימאלית נעשית על ידי התאמת תמהיל הלוואות החברה וביצוע הגנות "גב אל גב" מול לוחות הסילוקין של הלוואות קיימות

בהתאם למדיניות גידור הריבית של החברה, החברה מגדרת את חשיפתה התזרימית לשער ריבית ה-Libor (חשיפה הנבעת מהלוואות החברה) בהיקף של עד 50% מהיקף החשיפה הכוללת לאופק של עד 5 שנים גידור שערי הריבית מבוצע באמצעות מכשירים פיננסיים (כגון IRS) או באמצעות נטילת חלק מהלוואות בריבית קבועה

חשיפות החברה לשיעורי ריבית על נכסים והתחייבויות פיננסיים מתוארות בחלק לגבי ניהול סיכון נזילות המובא בהמשך ביאור זה

במהלך השנה לא חל שינוי משמעותי בגורמי החשיפה לסיכון הריבית או בדרך בה החברה מנהלת או מודדת את הסיכון

חוזים להחלפת שיעורי ריבית (Interest Rate Swaps):

במסגרת חוזים להחלפת שיעורי ריבית, התקשרה החברה בחוזים להחלפת ההפרשים בין סכומי שיעורי ריבית קבועה לבין ריבית משתנה המחושבים על סכומי קרן נקובים מוסכמים חוזים אלו מאפשרים לקבוצה להקטין את הסיכון בגין שיעורי ריבית משתנים לשווי ההוגן של חוב בריבית קבועה וחשיפות תזרימי המזומנים של חוב בריבית משתנה השווי ההוגן של חוזי ההחלפה של שיעורי ריבית בתאריך הדוח על המצב הכספי נקבע ע"י היוון תזרימי המזומנים העתידיים תוך שימוש בעקום הריבית העתידית בתאריך הדוח ובסיכון האשראי המובנה בחוזה כאמור בהמשך שיעור הריבית הממוצע מבוסס על היתרות הקיימות בסוף השנה

גידור תזרימי מזומנים

נכון ליום 31 בדצמבר 2014 קיימת עסקה אחת שמוכרת חשבונאית כגידור תזרימי מזומנים

הטבלאות הבאות מפרטות את שיעור הריבית הקבוע על פי חוזה, היתרה הבלתי מסולקת והשווי ההוגן של חוזי החלפת שיעורי ריבית, של עסקאות לגידור ריבית המוכרות חשבונאית כגידור תזרימי מזומנים, שהיו קיימים לימים 31 בדצמבר 2014 ו- 31 בדצמבר 2013

תשלום ריבית קבועה		שיעור ריבית קבוע		היתרה הבלתי מסולקת		שווי הוגן - התחייבות	
קבלת ריבית משתנה		על פי חוזה		ליום 31 בדצמבר		ליום 31 בדצמבר	
		ליום 31 בדצמבר		ליום 31 בדצמבר		ליום 31 בדצמבר	
		2013	2014	2013	2014	2013	2014
		%	%	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
עד שנה בין שנה לשנתיים		0.67	1.10	148,945	97,500	(165)	(216)
		1.10		115,500	-	(826)	-
				264,445	97,500	(991)	(216)

חוזי החלפת הריבית מסולקים על בסיס רבעוני בהתאם ללוח הסילוקין של ההלוואה לגביה מבוצעת עסקת הגידור. בכוננת הקבוצה לסלק את ההפרשים בין שיעורי הריבית המשתנה והקבועה על בסיס נטו

לעניין המדיניות החשבונאית של הקבוצה בדבר גידור תזרימי מזומנים, ראה ביאור 2 יד

לימים 31 בדצמבר 2014 ו- 31 בדצמבר 2013 לא היו לחברה עסקאות לגידור ריבית שאינן מוכרות כגידור חשבונאי

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

ז. סיכון ריביתי (המשך)

חוזים להחלפת שיעורי ריבית המוכרים חשבונאית כגידור תזרים מזומנים:

במהלך שנת 2012 נחתמו שלושה הסכמים עם תאגיד בנקאי בישראל, המוכרים חשבונאית כגידור תזרים מזומנים, במסגרתם הוחלף מרכיב הריבית המשתנה של ה-Libor במרכיב קבוע. עסקאות אלו בוצעו כדלהלן: האחת על יתרת קרן התחלתית של כ- 35 מיליון דולר, ההולכת ופוחתת בהתאמה ללוח הסילוקין של ההלוואה, וזאת לתקופה של שנה החל מנובמבר 2012 עסקה זו נסתיימה בחודש נובמבר 2013 העסקה השנייה על יתרת קרן התחלתית של כ- 162 מיליון דולר, ההולכת ופוחתת בהתאמה ללוח הסילוקין של ההלוואה, וזאת לתקופה של שנה ושלושה חודשים החל מאוקטובר 2012 עסקה זו נסתיימה בחודש ינואר 2014 העסקה השלישית על יתרת קרן התחלתית של כ- 111 מיליון דולר, ההולכת ופוחתת בהתאמה ללוח הסילוקין של ההלוואה, וזאת לתקופה של שנה החל מינואר 2014 עסקה זו נסתיימה בחודש ינואר 2015

לא בוצעו עסקאות נוספות לגידור ריבית במהלך שנת 2014

בשנת 2014 רשמה החברה בגין עסקאות גידור ריבית הוצאות בסך כ- 9 מיליון דולר

השווי ההוגן של מכשירים אלו להחלפת שיעורי ריבית, המוכרים חשבונאית כגידור תזרים מזומנים, ליום 31 בדצמבר 2014 הינו התחייבות בסך 216 אלפי דולר (ליום 31 בדצמבר 2013 התחייבות בסך 991 אלפי דולר)

במהלך השנה גדל ההון בסכום של 568 אלפי דולר לאחר מס, בגין אפקטיביות של גידור תזרים מזומנים כהגנה לסיכון תזרימי מזומנים בגין שיעור ריבית (בשנת 2013 גידול בהון בסך 383 אלפי דולר לאחר מס)

ניתוח רגישות שיעורי הריבית

ניתוח הרגישות נקבע על בסיס החשיפה לשיעורי ריבית של מכשירים פיננסיים נגזרים ולא נגזרים בתאריך הדוח על המצב הכספי. ניתוח הרגישות בדבר התחייבויות נושאות ריבית משתנה הוכן תחת ההנחה כי סכום ההתחייבות לתאריך הדוח על המצב הכספי עמד לאורך כל שנת הדיווח לשם דיווח פנימי לאנשי המפתח הניהוליים בנוגע לסיכון שיעורי ריבית, נעשה שימוש בשיעור עלייה או ירידה של 75% (בשנת 2013 - שיעור עלייה או ירידה של 75%), המייצג את הערכת ההנהלה לגבי שינוי סביר בשיעורי ריבית

בהנחה ששיעורי הריבית היו גדלים/קטנים ב-75% בשנת 2014 (2013 75%) ושאר הפרמטרים היו נשארים קבועים, ההשפעה על ההון לפני מס הייתה כדלקמן

- קרנות ההון ליום 31 בדצמבר 2014 היו גדולות/קטנות בכ- 53 אלפי דולר וכ- 54 אלפי דולר, בהתאמה (ליום 31 בדצמבר 2013 היו גדולות/קטנות בכ- 250 אלפי דולר ובכ- 250 אלפי דולר, בהתאמה)

ח. סיכונים מחיר דלק סילוני:

הועדה לניהול סיכונים שוק קובעת את היקף ואופן גידור הצריכה העתידית של דלק סילוני (להלן - דס"ל) משמעות הגידור הפיננסי של מחירי דס"ל הוא הבטחת טווח מחירי רכישה של דס"ל במקרה של ירידה במחירי הדס"ל המובטח מעבר לטווח אכי החברה משלמת את ההפרש במקרה של עלייה במחירי הדס"ל החברה מקבלת את ההפרש מהחברה המבטחת (בעיקר - בנקים) היעוד של גידור מחירי הדס"ל הוא להגן על חשיפה של החברה לשינויים במחירי הדס"ל בעולם

לחברה קיימת חשיפה בגין שינוי בשווי ההוגן של מכשירים פיננסיים אלה כתוצאה משינוי במחירי השוק שלהם

החל מתום שנת 2010 מדיניות גידור הדס"ל של החברה הינה כדלקמן

גידור הדס"ל יבוצע לתקופה של 12-24 חודשים קדימה, באופן מתגלגל מדי חודש ובישעורים הולכים ופוחתים לחודש הקרוב תגדר החברה לפחות 60% מצריכת הדס"ל ולכל היותר 75% היקפים אלה יפחתו ב- 5% מדי חודש עד לחודש ה-12

לחודשים 13-18 תינתן אפשרות להנהלת החברה לבצע גידור של עד 20% מצריכת הדס"ל הצפויה (ללא חובת גידור מינימלי)

לחודשים 19-24 תינתן אפשרות להנהלת החברה לבצע גידור של עד 10% מצריכת הדס"ל הצפויה (ללא חובת גידור מינימלי)

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

ח. סיכויי מחיר דלק סילוני: (המשך)

הגידור יבוצע באמצעות מכשירים פיננסיים שונים על פי שיקול דעתה של ההנהלה (קיבוע מחיר, אופציות ומבני אופציות שונים), תוך שימוש בנכסי בסיס מתאימים כגון דס"ל, נפט גולמי או תזקיין

לפחות 20% מהיקף הגידור הכולל יבוצע באמצעות אופציות, והיתרה באמצעות אופציות ו/או קיבוע מחיר, על פי שיקול דעתה של הנהלת החברה

במהלך שנת הדוח התאימה החברה את יישום מדיניות גידור הדס"ל לתנאי השוק המשתנים בתנודתיות גדולה, כך שמעת לעת נוצרה חריגה מקווי המינימום של המדיניות, והכל תוך דיווח שוטף לוועדה לניהול סיכויי שוק ולמליאת הדיקטוריון, וקבלת הסכמתם לכך

נכון ליום 31 בדצמבר 2014, היו לחברה התקשרויות, לצורך גידור מחירי הדס"ל, בהיקף הנאמד בכ- 28% מהתצרוכת הצפויה בשנת 2015 לאחר תאריך הדוח ביצעה החברה עסקאות פיננסיות נוספות להגנה מפני עליית מחירי הדס"ל בהתאם למדיניות הגידור שלה, ונכון למועד הסמך לפרסום דוח זה היא מגודרת בהיקף של כ- 36% מהצריכה הצפויה לתקופה שמחודש מרץ 2015 ועד לחודש מרץ 2016

בשנת 2014 רשמה החברה בגין עסקאות גידור דלק סילוני הוצאות בסך כ- 42.7 מיליון דולר סה"כ השווי ההוגן נטו של עסקאות גידור דס"ל ליום 31 בדצמבר 2014 הסתכם להתחייבות בסך של כ- 62.1 מיליון דולר (מתוכן התחייבות בסך של כ- 42.1 מיליון דולר בגין עסקאות המוכרות חשבונאית כגידור תזרים מזומנים), לעומת נכס בסך של כ- 8.1 מיליון דולר ליום 31 בדצמבר 2013 הירידה בשווי ההוגן נובעת בעיקר מירידה במחירי הדס"ל ומרכישת ופקיעת עסקאות לגידור דס"ל במהלך שנת 2014

במהלך השנה קטן ההון בסכום של 36,173 אלפי דולר לאחר מס, בגין אפקטיביות של גידור תזרים מזומנים כהגנה לסיכון תזרימי מזומנים בגין שינויים במחירי הדס"ל (בשנת 2013 גידול בהון בסך 3,393 אלפי דולר לאחר מס)

ניתוח רגישות של מחירי הדלק הסילוני:

ניתוח הרגישות להלן נקבע בהתבסס על החשיפה לסיכויי מחירי הדלק במועד הדיווח נעשה שימוש בשיעור עלייה או ירידה של 15%, המייצג את הערכת ההנהלה לגבי שינוי סביר במחירי הדס"ל

אם מחירי הדלק הסילוני היו גבוהים/נמוכים ב-15% בשנת 2014 (2013 15%), ההשפעה לפני מס הייתה כדלקמן

- קרנות ההון בגין עסקאות גידור הדס"ל ליום 31 בדצמבר 2014 היו גדולות/קטנות בכ- 11.3 מיליון דולר ובכ- 11.3 מיליון דולר, בהתאמה (ליום 31 בדצמבר 2013 גדולות/קטנות בכ- 25.9 מיליון דולר ובכ- 25.9 מיליון דולר, בהתאמה)

וכן

- ההפסד לשנה שנסתיימה ביום 31 בדצמבר 2014 היה קטן/גדל בכ- 4.3 ובכ- 4.5 מיליון דולר, בהתאמה (לשנה שנסתיימה ביום 31 בדצמבר 2013 הרווח היה גדול/קטן בכ- 5.1 ובכ- 3.4 מיליון דולר, בהתאמה),

לעניין סיכון הנזילות של העסקאות בנגזרים להקטנת החשיפה בגין השינויים במחירי הדלק, ראה י' להלן

ט. ניהול סיכון אשראי:

סיכון אשראי מתייחס לסיכון שהצד שכנגד לא יעמוד בהתחייבויותיו החוזיות ויגרורם להפסד פיננסי לקבוצה

לחברה ולחברות המאחדות שלה מזומנים ושווי מזומנים, המופקדים בעיקרם במוסדות פיננסיים גדולים בעלי דרוג אשראי גבוה החברה והחברות המאחדות שלה אינן צופות הפסדים הנובעים מסיכון אשראי

רוב ההכנסות של החברה והחברות המאחדות שלה נובעות ממספר רב של לקוחות (בעיקר סוכני נסיעות ומטען), המאופיינים בפזר רב בארצות השונות החשיפה לסיכון אשראי בקשר ללקוחות הינה מוגבלת בגלל מספרם הרב יחסית ופזרם, כאמור לעיל בארץ קיים ביטוח של אשראי (מוגבל בסכום) לסוכני הנסיעות וסוכני המטען בישראל בחו"ל קיימים בטחונות לסיכונים סוכנים ככל שזה מקובל באותה מדינה החברה בוחנת באופן שוטף את עמידת הלקוחות בהתחייבויותיהם וכוללת בדוחותיה הכספיים במידת הצורך הפרשות נאותות בגין חובות מסופקים

הערכים הפנקסניים של נכסים פיננסיים שנרשמו בדוחות הכספיים, כשהם מוצגים נטו מירידות ערך, מייצגים את החשיפה המרבית של הקבוצה לסיכון אשראי, זאת מבלי לקחת בחשבון את הערך של בטוחה כלשהי שהושגה

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

י. ניהול סיכון נזילות

סיכון נזילות הוא הסיכון שהחברה תתקשה לעמוד בהתחייבויותיה הפיננסיות בהגיע מועד תשלומן גישת החברה לניהול סיכונים הנזילות שלה היא להבטיח, ככל הניתן, את מידת הנזילות המספקת לעמידה בהתחייבויותיה במועד החברה מוודאת את קיומם של רמות מספקות של מזומנים על פי דרישה לתשלום הוצאות התפעול הצפויות, כולל הסכומים הדרושים לעמידה בהתחייבויות הפיננסיות לחברה פיקדונות משועבדים לטובת פירעון עסקאות גידור הדס"ל האמור אינו מביא בחשבון את ההשפעה הפוטנציאלית של תרחישים קיצוניים שאין אפשרות סבירה לצפותם

טבלאות סיכון ריבית ונזילות:

(1) נכסים והתחייבויות פיננסיות שאינן מהוות מכשירים פיננסיים נגזרים.

הטבלאות הבאות מפרטות את מועדי הפירעון החוזיים הנותרים של החברה בגין נכסים (התחייבויות) פיננסיים, אשר אינם מהווים מכשיר פיננסי נגזר הטבלאות נערכו בהתבסס על תזרימי המזומנים הבלתי מהוונים, בהתבסס על המועד המוקדם ביותר בו החברה עשויה לקבל את הנכסים או להידרש לפרוע את ההתחייבויות לגבי מכשירים נושאי ריבית, הטבלה כוללת תזרימים הן בגין ריבית והן בגין קרן

סה"כ	5 שנים ואילך	שנה רביעית	שנה שלישית	שנה שנייה	שנה ראשונה	
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	
(715,894)	(222,595)	(49,355)	(157,838)	(133,799)	(152,307)	ליום 31 בדצמבר 2014
(145,900)	-	-	-	-	(145,900)	מכשירים נושאי ריבית
118,720	-	-	-	-	118,720	ספקים ונותני שירותים
						לקוחות
(703,728)	(199,199)	(148,066)	(97,174)	(89,868)	(169,421)	ליום 31 בדצמבר 2013
(126,308)	-	-	-	-	(126,308)	מכשירים נושאי ריבית
125,144	-	-	-	-	125,144	ספקים ונותני שירותים
						לקוחות

(2) מכשירים פיננסיים נגזרים:

הטבלה הבאה מפרטת את ניתוח הנזילות של הקבוצה לגבי המכשירים הפיננסיים הנגזרים שלה הטבלה הוכנה בהתבסס על תקבולי (תשלומי) המזומנים לגבי מכשירים נגזרים המסולקים על בסיס נטו ותקבולי/תשלומי המזומנים ברוטו הבלתי מהוונים לגבי נגזרים אלו הדורשים סילוק נטו כאשר הסכום לתשלום או לתקבול אינו קבוע, הסכום שניתן לגביו גילוי נקבע בהתייחס לשיעורי הריבית החוזיים כפי שמתוארים ע"י עקומת תשואות הריבית הקיימת במועד הדוח על המצב הכספי

סה"כ	מחודש ועד 3 חודשים מעל 3 חודשים	עד חודש	
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
(10,419)	(6,146)	(2,732)	(1,541)
(216)	-	-	(216)
(63,067)	(35,597)	(17,160)	(10,310)
(73,702)	(41,743)	(19,892)	(12,067)
4,901	3,391	748	762
(1,192)	(785)	-	(407)
8,294	4,962	2,043	1,289
12,003	7,568	2,791	1,644

ליום 31 בדצמבר 2014:

חוזים להחלפת שערי מטבע
חוזים להחלפת שיעורי ריבית
חוזים להקטנת החשיפה על שינויים במחירי הדלק

ליום 31 בדצמבר 2013:

חוזים להחלפת שערי מטבע
חוזים להחלפת שיעורי ריבית
חוזים להקטנת החשיפה על שינויים במחירי הדלק

לפרטים בדבר אמצעי המימון של החברה, ראה בנוסף ביאור 17
כמו כן, ראה ביאור 1 ג לדוחות הכספיים בדבר הגדלת השתתפות המדינה בהוצאות הביטחון של חברות התעופה הישראליות תזרימים החברה הנובע מפעילותה השוטפת, וכן, ההשפעה הצפויה לטובה מירידת מחירי הדס"ל והתחזקות הדולר, שיאפשרו לחברה לעמוד בהתחייבויותיה בעתיד הנראה לעין

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

יא. מכשירים פיננסיים שאינם מוצגים בדוח על המצב הכספי בשווי הוגן:

פרט למפורט בטבלה הבאה, סבורה החברה כי ערכם הפנקסני של הנכסים וההתחייבויות הפיננסיים המוצגים בעלות מופחתת בדוחות הכספיים זהה בקירוב לשווים ההוגן

שווי הוגן		ערך פנקסני	
ליום 31 בדצמבר		ליום 31 בדצמבר	
2013	2014	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
163,273	236,248	165,709	239,464

הלוואות לזמן ארוך בריבית קבועה (רמה 2)

השווי ההוגן של הלוואות אלה מבוסס על חישוב הערך הנוכחי של תזרימי המזומנים לפי שיעור ריבית של 2.7% ליום 31 בדצמבר 2014 (ליום 31 בדצמבר 2013 10% 3) המקובל להלוואות דומות בעלות מאפיינים דומים

העלייה בערך הפנקסני ובשווי ההוגן של הלוואות נובעת בעיקר מגיוס הלוואות נוספות לרכישת מטוסים במהלך שנת 2014, בניכוי פירעון שוטף

אל על נתיבי אויר לישראל בערבון מוגבל ביאורים לדוחות הכספיים המאוחדים

ביאור 28 - מכשירים פיננסיים (המשך)

יב. פירוט הנכסים וההתחייבויות הנמדדים בדוח על המצב הכספי בשווי הוגן:

לצורך מדידת שווי ההוגן של הנכסים או ההתחייבויות, מסווגת אותם הקבוצה בהתאם למדרג הכולל את שלוש הרמות שלהלן

רמה 1 מחירים מצוטטים (שלא תואמו) בשווקים פעילים עבור נכסים זהים או התחייבויות זהות שלישות יש גישה אליהם במועד המדידה

רמה 2 נתונים, מלבד מחירים מצוטטים שכלולים ברמה 1, שהם ניתנים לצפייה עבור הנכס או ההתחייבות, במישרין או בעקיפין

רמה 3 נתונים שאינם ניתנים לצפייה עבור הנכס או ההתחייבות

סיווג הנכסים או ההתחייבויות הנמדדים בשווי הוגן נעשה בהתבסס על הרמה הנמוכה ביותר בה נעשה שימוש משמעותי לצורך מדידת השווי ההוגן של הנכס או ההתחייבות בכללותם

להלן פירוט של הנכסים וההתחייבויות של הקבוצה, אשר נמדדים בדוח על המצב הכספי של החברה בשוויים ההוגן, בהתאם לרמות המדידה שלהם

נכסים הנמדדים בדוח על המצב הכספי בשווי הוגן:

רמה 2	
ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
7,163	-
4,834	-
11,997	-
892	-
12,889	-

מכשירים פיננסיים נגזרים, אשר יועדו כפריטים מגדרים:

עסקאות גידור דלק סילוני

עסקאות גידור מטבע חוץ

מכשירים פיננסיים נגזרים הנמדדים בשווי הוגן דרך רווח או הפסד:

עסקאות גידור דלק סילוני

סה"כ נכסים פיננסיים נגזרים

התחייבויות הנמדדות בדוח על המצב הכספי בשווי הוגן:

רמה 2	
ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
-	(42,144)
-	(2,912)
(991)	(216)
(991)	(45,272)
-	(19,930)
-	(8,131)
-	(28,061)
(991)	(73,333)

מכשירים פיננסיים נגזרים, אשר יועדו כפריטים מגדרים:

עסקאות גידור דלק סילוני

עסקאות גידור מטבע חוץ

עסקאות גידור ריבית

התחייבויות פיננסיות הנמדדות בשווי הוגן דרך רווח או הפסד

עסקאות גידור דלק סילוני

עסקאות גידור מטבע חוץ

סה"כ התחייבויות פיננסיות נגזרים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 29 - פרוטים לסעיפי דוח הרווח וההפסד

א. הכנסות מהפעלה:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
1,762,394	1,848,750	1,833,339
(6,788)	(6,867)	(5,119)
1,755,606	1,841,883	1,828,220
188,717	182,436	179,409
1,944,323	2,024,319	2,007,629
71,319	78,701	73,674
2,015,642	2,103,020	2,081,303

הטסת נוסעים

בניכוי - הנחות

הטסת מטענים ודואר

אחרות

ב. הוצאות הפעלה:

(1) ההרכב:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
686,169	690,922	703,060
**298,887	**334,163	340,895
173,232	*186,582	196,963
103,026	*105,725	115,556
92,777	96,218	100,207
109,676	104,421	110,664
6,062	6,450	4,402
77,192	81,268	73,297
41,492	45,943	46,182
48,339	50,030	53,737
33,212	15,437	3,486
10,606	11,066	10,199
21,266	*24,603	32,349
1,701,936	1,752,828	1,790,997

דלק

שכר ונלוות

אגרות ושירותים בנמלי תעופה

אחזקת מטוסים, ציוד טיסה וציוד קרקע

מעבר אווירי ותקשורת אווירית

פחת

ביטוח

דמי חכירת מטוסים

מזון וציידה

הוצאות צוותי אוויר

הוצאות הבטחון בניכוי השתתפות המדינה

(ראה סעיף 2 להלן)

עלות מוצרים פטורים ממכס

הוצאות אחרות

* סווג מחדש

** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5

(2) השתתפות בהוצאות הביטחון:

בהמשך לביאור לעיל, כתוצאה מהעלאת שיעור השתתפות המדינה בהוצאות הביטחון של חברות התעופה הישראליות בשיעור של 12.5% נוספים, כך ששיעור ההשתתפות יעמוד על 97.5%, קבלה החברה מהמדינה השלמת השתתפות אשר נרשמה בדוחותיה הכספיים על ידי הקטנת הוצאות הפעלה לשנת 2014

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 29 - פרוטים לסעיפי דוח הרווח וההפסד (המשך)

ג. הוצאות מכירה.

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
123,965	119,428	112,963
**49,492	**47,913	47,134
8,511	10,968	11,278
*26,011	*26,405	29,691
207,979	204,714	201,066

עמלות לסוכנים ולחברות כרטיסי האשראי
שכר ונלוות
פרסום ויחסי ציבור
אחרות

* סווג מחדש בין סעיף הוצאות מכירה להוצאות הנהלה וכלליות בגין הוצאות חובות מסופקים
** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5

ד. הוצאות הנהלה וכלליות:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
**61,450	**68,263	65,301
6,509	7,541	6,654
2,113	2,154	2,420
12,093	13,181	13,961
2,138	2,059	1,995
*12,115	*12,608	14,084
96,418	105,806	104,415

שכר ונלוות
שירותים מקצועיים
תקשורת
שכירויות ואחזקת משרד
ביטוח
הוצאות אחרות

* סווג מחדש בין סעיף הוצאות מכירה להוצאות הנהלה וכלליות בגין הוצאות חובות מסופקים
** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5

ה. הוצאות (הכנסות) אחרות, נטו:

(1) ההרכב:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
307	428	(177)
848	2,119	173
(4,182)	(3,019)	(5,457)
-	-	(6,037)
224	478	(27)
(2,803)	6	(11,525)

הוצאות (הכנסות) בגין תוכניות פרישת עובדים, נטו
(ראה ביאור 21ה וסעיף 2 להלן) (2)
הוצאות בגין תביעות משפטיות (ראה ביאור 24 ג)
רווח הון ממימוש רכוש קבוע (סעיף 3 להלן) (4)
ביטול הפרשה לתביעות משפטיות (ראה ביאור 24 ג) (1)
- 36 ו
אחרות
סה"כ

(2) בשנים 2014, 2013 ו- 2012 לא היו לחברה תכניות פרישה חדשות. ההוצאות בגין תכניות הפרישה כוללות שערך התחייבויות לתכניות הפרישה הקיימות, וזאת בגין עדכון שנתי של הקצבה וכן שינויי שער החליפין של השקל ביחס לדולר ומקדם היוון לתוכניות הפרישה

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 29 - פרוטים לסעיפי דוח הרווח וההפסד (המשך)

ה. הוצאות (הכנסות) אחרות, נטו (המשך)

(3) בשנת 2014 נכלל רווח הון בעיקר ממכירה וחכירה מחדש של 2 מנועי PW4056 בסך של כ- 4.6 מיליון דולר

בשנת 2013 נכלל רווח הון בעיקר מעסקת מכירה של מטוס בואינג 767 בסך של כ- 2.3 מיליון דולר

בשנת 2012 נכלל רווח הון בסך של כ- 9.4 מיליון דולר מעסקת מכירה וחכירה בחזרה של שני מנועי CFM 56-7B, הפסד הון בסך של כ- 5.9 מיליון דולר מעסקת מכירה של שני מטוסי בואינג 757-200ER, וכן רווח הון בסך של כ- 0.4 מיליון דולר מעסקת מכירה של מטוס בואינג 757-200

ביאור 30 - הוצאות מימון

ההרכב:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
16,475	14,186	15,061
238	720	864
-	686	-
13,533	-	9,134
4,201	5,116	6,451
3,966	5,150	5,095
38,413	25,858	36,605

ריבית בגין הלוואות
הוצאות בגין עסקאות גידור ריבית
הוצאות בגין שערך אופציות ומניות ממן, ראה ביאור 12
הוצאות בגין עסקאות גידור שע"ח (בקשר להוצאות שכר)
עמלות גיוס הלוואות והוצאות בנקאיות אחרות
הפרשי שער בגין יתרות שאינן במטבע הפעילות של הקבוצה

ביאור 31 - הכנסות מימון

ההרכב:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
594	331	111
-	24,605	-
445	-	108
130	-	687
278	170	6
1,447	25,106	912

ריבית בגין פיקדונות בנקים לזמן קצר
הכנסות בגין עסקאות גידור שע"ח (בקשר להוצאות שכר)
הפרשי שער בגין יתרות שאינן במטבע הפעילות של הקבוצה
הכנסות בגין שערך אופציות ומניות ממן, ראה ביאור 12
אחרות

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 32 - רווח למניה

א. רווח בסיסי למניה:

לשנה שנכתימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
(18,198)	26,667	(28,060)
495,719	495,719	495,719

רווח (הפסד) לשנה שמיוחס לבעלי המניות של החברה האם

הממוצע המשוקלל של מספר המניות הרגילות ששימש לצורך חישוב רווח בסיסי למניה (באלפים)

ב. רווח מדולל למניה:

לשנה שנכתימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
(18,198)	26,667	(28,060)
495,719	495,719	495,719

רווח (הפסד) ששימש לצורך חישוב הרווח המדולל למניה

ממוצע משוקלל של מספר המניות הרגילות ששימש לצורך חישוב רווח מדולל למניה (באלפים)

ג. מכשירים שיכולים פוטנציאלית לדלל בעתיד את הרווח הבסיסי למניה, אך לא נכללו בחישוב הרווח המדולל למניה מאחר והשפעתם הייתה אנטי מדללת:

לשנה שנכתימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
17,250	11,658	9,914

מספר כתבי אופציה במסגרת הסדרי תשלום מבוסס מניות (באלפים)

ביאור 33 - דיווח מגזרי

א. כללי:

הקבוצה מיישמת את IFRS 8, "מגזרי פעילות" (להלן - "IFRS 8"), החל מיום 1 בינואר 2009 בהתאם להוראות IFRS 8, מגזרים תפעוליים מזוהים על בסיס הדיווחים הפנימיים אודות מרכיבי הקבוצה, אשר נסקרים באופן סדיר על-ידי מקבל ההחלטות התפעוליות הראשי של הקבוצה לצורך הקצאת משאבים והערכת ביצועי המגזרים התפעוליים

לאור זאת, להלן מפורטים מגזרי הפעילות המדווחים של החברה בהתאם ל-IFRS 8

מגזר א' - פעילות מטוסי הנוסעים

מגזר ב' - פעילות מטוס המטען

פעילות מטוסי הנוסעים כוללת הכנסות (ללא ניכוי הנחות) מהטסת נוסעים לרבות כבודתם, הטסת מטען בבטן מטוסי הנוסעים, הטסת דואר וכן את התרומה ממכירת מוצרים פטורים ממכס (Duty Free)

פעילות מטוס המטען כוללת הכנסות מדמי הובלה אווירית של מטענים בתחום הפעילות מציעה החברה שירותי הובלת מטענים באמצעות מטוס מטען מישראל ליעדים בחו"ל ומיעדים בחו"ל לישראל, הובלת מטענים ממדינה זרה אחת למדינה זרה אחרת (חופש חמישי), לדוגמה מליאז' בלגיה לגניו יורק, או הובלת מטענים במסגרת חופש שישי (טיסות לא ישירות דרך יעדי ביניים במדינת האם של חברת התעופה), לדוגמה מאסיה לאירופה או לארה"ב עם חניית ביניים בישראל

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 33 - דיווח מגזרי (המשך)

א. כללי: (המשך)

במהלך שנת הדוח, הציעה החברה בתחום הפעילות, שירותי הובלת מטענים לליאז' בלגיה ולניו יורק בטיסות סדירות וכן טיסות צ'רטר חלק מהמטענים מובלים מממלי התעופה הללו ליעדם הסופי, באמצעות הובלה יבשתית

פעילות זו מתבצעת באמצעות מטוס מטען אחד מדגם בואינג 747-400

הפעילויות האחרות של החברה כוללות הכנסות מהחכרת מטוסים לחברת הבת סאן-דור (המתבטלות בעמודה "התאמות"), הכנסות ממתן שירותי תחזוקה לגורמי חוץ וכן מגוון גדול של שירותים והכנסות כמו החכרת ציוד, דמי חבר במועדון הנוסעים, שירותי פריקה וטעינה ועוד

מקבל ההחלטות התפעולי הראשי של החברה אינו מקבל דיווח לגבי מדידת נכסי המגזר ולפיכך, בהתאם לתיקון IFRS 8, מידע זה אינו כלול בדיווח המגזרי

ב. ניתוח הכנסות ותוצאות לפי מגזרי פעילות*

רווח מגזרי מייצג את התרומה שהפיק כל מגזר התרומה של כל מגזר נקבעת באופן הבא הכנסות שנבעו למגזרי הפעילות בניכוי הוצאות משתנות הכרוכות בהפעלת טיסות מטוסי הנוסעים ומטוס המטען, הכוללות בין השאר את הוצאות הדלק (לא כולל שינויים בשווי ההוגן של עסקאות גידור דס"ל), הוצאות פחת, אגרות ומיסים נמל, הוצאות תחזוקה משתנות, דמי מעבר ותקשורת אווירית, מזון ואספקות לנוסעים, דמי חכירת מטוסים, הנחות ועמלות שניתנו לנוסעים או שולמו לסוכני הנסיעות, הוצאות צוותי אוויר לרבות שכר והוצאות ביטחון משתנות

ההוצאות שאינן מיוחסות כוללות בעיקר הוצאות שכר (למעט שכר צוות אוויר), שינויים בשווי ההוגן של עסקאות גידור שאינן מוכרות חשבונאית והוצאות קבועות אחרות

לשנה שנסתיימה ביום 31 בדצמבר 2014					
מטוסי נוסעים	מטוס מטען	אחרים	התאמות	סה"כ	
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	
1,910,620 *	69,932	47,635	53,116	2,081,303	הכנסות:
-	-	34,529	(34,529)	-	הכנסות מלקוחות חיצוניים
1,910,620	69,932	82,164	18,587	2,081,303	הכנסות בין מגזריות
193,261	(742)	40,864	-	233,383	סה"כ הכנסות מגזר
(237,033)				(237,033)	תוצאות המגזר
					הוצאות לא מיוחסות
				(3,650)	הפסד תפעולי
				(36,605)	הוצאות מימון
				912	הכנסות מימון
				1,056	חלק החברה ברווחי חברות
					כלולות, נטו ממס
				(38,287)	הפסד לפני מסים על הכנסה
				10,227	הטבת מס
				(28,060)	הפסד לשנה

* כולל הכנסות ממתען ודואר בבטן מטוסי הנוסעים בסך של כ- 105,280 אלפי דולר

בשנת 2014 ייחסה החברה הוצאות פחת בסכום של כ- 98,795 אלפי דולר למגזר מטוסי הנוסעים ולא ייחסה הוצאות פחת למגזר מטוס המטען, היות והוא מטוס חכור

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 33 - דיווח מגזרי (המשך)

ב. ניתוח הכנסות ותוצאות לפי מגזרי פעילות: (הוצאות) (המשך)

לשנה שנסתיימה ביום 31 בדצמבר 2013

סה"כ אלפי דולר	התאמות אלפי דולר	אחרים אלפי דולר	מטוס מטען אלפי דולר	מטוסי נוסעים אלפי דולר	
2,103,020	61,783	50,575	70,372	*1,920,290	הכנסות
-	(46,117)	46,117	-	-	הכנסות מלקוחות חיצוניים
2,103,020	15,666	96,692	70,372	1,920,290	הכנסות בין מגזריות
262,203	-	42,478	(5,152)	224,877	סה"כ הכנסות מגזר
** (222,537)					תוצאות המגזר
39,666					הוצאות לא מיוחסות
(25,858)					רווח תפעולי
25,106					הוצאות מימון
298					הכנסות מימון
					חלק החברה ברווחי חברות
					כלולות, נטו ממס
39,212					רווח לפני מסים על הכנסה
** (12,545)					הטבת מס
26,667					רווח לשנה

* כולל הכנסות ממטען ודואר בבטן מטוסי הנוסעים בסך של כ- 108,351 אלפי דולר
 ** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5

בשנת 2013 ייחסה החברה הוצאות פחת בסכום של כ- 90,849 אלפי דולר למגזר מטוסי הנוסעים ולא ייחסה הוצאות פחת למגזר מטוס המטען, היות והוא מטוס חכור

אל על נתיבי אויר לישראל בערבון מוגבל
ביאורים לדוחות הכספיים המאוחדים

ביאור 33 - דיווח מגזרי (המשך)

ב. ניתוח הכנסות ותוצאות לפי מגזרי פעילות: (הוצאות) (המשך)

לשנה שנסתיימה ביום 31 בדצמבר 2012

סה"כ אלפי דולר	התאמות אלפי דולר	אחרים אלפי דולר	מטוס מטען אלפי דולר	מטוסי נוסעים אלפי דולר	
2,015,642	62,665	44,603	80,431	*1,827,943	הכנסות:
-	(48,557)	48,557	-	-	הכנסות מלקוחות חיצוניים
					הכנסות בין מגזריות
2,015,642	14,108	93,160	80,431	1,827,943	סה"כ הכנסות מגזר
210,725	-	26,825	(3,827)	187,727	תוצאות המגזר
**(198,613)					הוצאות לא מיוחסות
12,112					רווח תפעולי
(38,413)					הוצאות מימון
1,447					הכנסות מימון
1,426					חלק החברה ברווחי חברות
					כלולות, נטו ממס
(23,428)					הפסד לפני מסים על הכנסה
**5,230					מסים על ההכנסה
(18,198)					הפסד לשנה

* כולל הכנסות ממטען ודואר בבטן מטוסי הנוסעים בסך של כ- 105,399 אלפי דולר

** התאמה לא מהותית של מספרי השוואה - ראה ביאור 5

בשנת 2012 ייחסה החברה הוצאות פחת בסכום של כ- 92,186 אלפי דולר למגזר מטוסי הנוסעים ולא ייחסה הוצאות פחת למגזר מטוס המטען, היות והוא מטוס חכור

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 33 - דיווח מגזרי (המשך)

ב. ניתוח הכנסות ותוצאות לפי מגזרי פעילות: (הוצאות) (המשך)

הצגה לפי יעדים גיאוגרפיים:

סה"כ	שאר העולם	מזרח רחוק ומרכז אסיה	אירופה	צפון אמריקה
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
2,030,468	33,536	342,539	973,994	680,399
50,835				
2,081,303				

שנת 2014.

הכנסות:

הכנסות מגזריות

הכנסות שאינן מיוחסות למגזרים

סה"כ הכנסות בדוח המאוחד

סה"כ	שאר העולם	מזרח רחוק ומרכז אסיה	אירופה	צפון אמריקה
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
2,050,490	44,983	339,436	979,051	687,020
52,530				
2,103,020				

שנת 2013:

הכנסות:

הכנסות מגזריות

הכנסות שאינן מיוחסות למגזרים

סה"כ הכנסות בדוח המאוחד

סה"כ	שאר העולם	מזרח רחוק ומרכז אסיה	אירופה	צפון אמריקה
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
1,968,485	46,599	322,307	936,818	662,761
47,157				
2,015,642				

שנת 2012:

הכנסות:

הכנסות מגזריות

הכנסות שאינן מיוחסות למגזרים

סה"כ הכנסות בדוח המאוחד

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים

א. כללי:

חברת האם של החברה הינה חברת כנפיים אחזקות בע"מ (להלן - "כנפיים"), אשר בשליטת משפחת בורוביץ

ב. כנפיים ובעלי שליטה בה:

בחודש יוני 2004 הפכה כנפיים לבעלת עניין בחברה החל מחודש ינואר 2005, הפכה כנפיים לבעלת השליטה בחברה נכון ליום 31 בדצמבר 2014 מחזיקה כנפיים ב-36.3% ממניות החברה

להלן תיאור כללי של העסקאות, מאפייניהן והיקפן

במסגרת ההכנסות מהפעלה בשנת 2014 נכללה הכנסה בסך 220 אלפי דולר מחברה בשליטת כנפיים, בשנת 2013 נכללה הכנסה בסך 255 אלפי דולר ובשנת 2012 נכללה הכנסה בסך 215 אלפי דולר

במסגרת הוצאות ההפעלה נכללות בשנת 2014 עסקאות עם כנפיים וחברות שלבעלי השליטה בכנפיים יש בהן עניין אישי, בסך כולל של כ- 968 אלפי דולר בשנת 2013 נכללו הוצאות בסך כולל של כ- 1,243 אלפי דולר ובשנת 2012 כ- 711 אלפי דולר

במסגרת הוצאות המכירה נכללו בשנת 2014 עסקאות באמצעות צד שלישי עם חברות שלבעלי השליטה בכנפיים יש בהן עניין אישי, בתחום הפרסום, בסך כולל של 546 אלפי דולר בשנת 2013 נכללו הוצאות בסך כולל של 583 אלפי דולר

במסגרת הוצאות הנהלה וכלליות נכללות בשנת 2014 הוצאות בגין ביטוח דירקטורים בסך כולל של כ- 161 אלפי דולר (בשנת 2013 סך של כ- 161 אלפי דולר ובשנת 2012 סך של כ- 140 אלפי דולר)

לעניין ההסכם לביטוח קבוצתי, ראה סעיף ו' להלן

ג. עסקאות עם צדדים קשורים ובעלי עניין נוספים:

(1) עסקאות חריגות עם בעל שליטה:

(א) החברה מתקשרת מעת לעת עם חברות הביטוח בהסכמי ביטוח אוויריים הכוללים, בין היתר, ביטוח "גוף מטוס כל הסיכונים" וביטוח "חבויות" כמפורט בדיווח המידי של החברה מיום 1 באוקטובר 2014, ביום 30 בספטמבר 2014 וביום 1 באוקטובר 2014 אישרו ועדת הביקורת ודירקטוריון החברה (בהתאמה) את הארכת התקשרות החברה עם כנפיים בהסכם לתקופה נוספת של שלוש שנים שסיומה ביום 25 בנובמבר 2017, לפיו הוסף כיסוי ביטוחי אווירי לכנפיים במסגרת פוליסות הביטוח של החברה (להלן, בהתאמה "העסקה המשותפת", "הסכם הביטוח האווירי"), בתנאים דומים לתנאים שנקבעו בהסכם המקורי שנחתם בין הצדדים בחודש יולי 2006 ואשר הוארך מעת לעת

אישרו ועדת הביקורת והדירקטוריון להתקשרות בעסקה המשותפת ניתן לתקופה של עד שלוש שנים, כאשר לחברה תעמוד הזכות לבטל את ההתקשרות בקורות אירועים מסויימים כפי שנקבע בהסכם הביטוח האווירי. בנוסף, לכל צד תינתן הזכות להביא את ההסכם לכלל סיום, מכל סיבה שהיא ועל פי שיקול דעתו, ובלבד שהודיע על כך לצד השני לפחות 60 ימים מראש ועדת הביקורת והדירקטוריון אישרו את הארכת התקשרות החברה עם כנפיים בהסכם הביטוח האווירי, בין היתר, מהסיבות הבאות לאור התחייבויותיה של כנפיים, לפיהן תשפה כנפיים את החברה בגין נזקים שעשויים להיגרם לה כתוצאה מתוספת הביטוח, לא טמונה בעסקה חשיפה כלכלית לחברה, תוספת הביטוח של כנפיים הינה בהיקף לא מהותי ביחס להיקף הביטוחים האוויריים של החברה אליהם תסופח, תוספת הפרמיה בגין הביטוחים האוויריים של כנפיים, אשר תשולם על ידי כנפיים, תומחרה בנפרד על ידי המבטחים והיא תואמת את השווי היחסי של תוספת ביטוחית זו ביחס לשווי הכולל של הביטוחים אליהם היא מסופחת, אין בהוספת הביטוחים של כנפיים בכדי לגרום לכך שהחברה תישא בפרמיות גבוהות יותר, אשר לא מכוסות במלואן על ידי כנפיים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים (המשך)

ג. עסקאות עם צדדים קשורים ובעלי עניין נוספים: (המשך)

(1) עסקאות חריגות עם בעל שליטה: (המשך)

לאור הנימוקים שלעיל, אישרו ועדת הביקורת ודירקטוריון החברה את ההתקשרות בעסקה המשותפת הנ"ל וקבעו כי תנאיה לגבי החברה אינם שונים באופן מהותי מתנאיה לגבי כנפיים, בשם לב לחלקן היחסי בעסקה המשותפת לפיכך ובהתאם לתקנה 1(4) לתקנות החברות (הקלות בעסקאות בעלי עניין) התש"ס - 2000, אין התקשרות החברה בעסקה המשותפת טעונה אישור האסיפה הכללית של החברה ברוב מיוחד לפי סעיף 275(א)(3) לחוק החברות, התשנ"ט-1999

(ב) זכויות יו"ר הדירקטוריון הפורש פרופ' ישראל (איזי) בורוביץ לכרטיסי טיסה בחברה לו ולבני משפחתו - פרופ' ישראל (איזי) בורוביץ הינו אחד מבעלי השליטה בכנפיים, בעלת השליטה בחברה העסקה אושרה על ידי ועדת הביקורת, דירקטוריון החברה וכן על ידי האסיפה הכללית אשר כונסה ביום 30 בדצמבר 2008

(ג) אישור הגמול הכספי לדירקטורים בחברה (כולל דירקטורים הנחשבים בעלי שליטה בחברה) - העסקה אושרה על ידי ועדת הביקורת, דירקטוריון החברה וכן על ידי האסיפה הכללית אשר כונסה ביום 4 במרץ 2009 ביום 2 במאי 2012 ובעקבות הוראות תיקון 16 לחוק החברות אישרה האסיפה הכללית את התגמול (כולל זכאות לכרטיסי טיסה במחירים מופחתים) לו זכאים חברי דירקטוריון החברה, לרבות דירקטורים הנמנים על בעלי השליטה בחברה ולמעט הדירקטורים החיצוניים ודירקטורים שתנאי תגמולם הוסדר באופן פרטני לשלוש שנים נוספות

(ד) אישור עדכון תנאי העסקתו של מר נמרוד בורוביץ עם מינויו לתפקיד ראש אגף פיתוח עסקי, תכנון ארוך טווח והצטיידות בחברה מר נמרוד בורוביץ הינו בנו של מר דוד בורוביץ (מבעלי השליטה בכנפיים, בעלת השליטה בחברה, ובעלה של תמר מוזס בורוביץ, סגנית יו"ר הדירקטוריון ומבעלי השליטה בכנפיים) והועסק בחברה החל מחודש מרץ 2009 כמנהל פרויקט שותפויות אסטרטגיות ואחראי על תחום הפיתוח העסקי ובחינת שיתופי פעולה עסקיים של החברה ביום 10 בספטמבר 2014 מונה מר בורוביץ לתפקיד ראש אגף פיתוח עסקי, תכנון ארוך טווח והצטיידות ושכרו החודשי עודכן לסך של 35,000 ₪ ותנאים נלווים על פי זכאות מנהל בדרגתו בחברה עדכון תנאי ההעסקה אושר על ידי ועדת הביקורת, דירקטוריון החברה וכן על ידי האסיפה הכללית אשר כונסה ביום 12 בנובמבר 2014

(ה) דירקטורים ונושאי המשרה בקבוצה מבוטחים בביטוח אחריות דירקטורים ונושאי משרה במסגרת הכיסוי הביטוחי שנערך על ידי כנפיים ובהתאם להסכם עם כנפיים ביום 16 במרץ 2014 אישרו ועדת הביקורת וועדת התגמול וביום 18 במרץ 2014 אישר דירקטוריון החברה המשך התקשרות, באמצעות כנפיים, עם מנורה מבטחים ביטוח בע"מ לחידוש הפוליסה לביטוח אחריות דירקטורים ונושאי משרה לתקופה נוספת החל מיום 1 בפברואר 2014 ועד ליום 31 במאי 2015 הביטוח הינו במסגרת פוליסת ביטוח קבוצתית שנערכת על ידי כנפיים לנושאי המשרה בה, בחברות בנות ובחברות קשורות, זאת בהתאם לעסקת המסגרת אשר אושרה על ידי אסיפת בעלי המניות של החברה ביום 29 בדצמבר 2011 ושתוקפה היה עד ליום 28 בדצמבר 2014 (להלן "עסקת המסגרת משנת 2011") ובהתאם למדיניות התגמול של נושאי המשרה של החברה אשר אושרה על ידי אסיפת בעלי המניות של החברה ביום 8 בינואר 2014 (להלן "מדיניות התגמול") גבול האחריות במסגרת פוליסת הביטוח הנרכשת תואם את תנאי עסקת המסגרת האמורה, ועמד על הינו בסך של 100 (מאה) מיליון דולר ארה"ב וכן תוספת של 20% מגבול האחריות הנקוב לעיל בגין הוצאות הגנה משפטית בישראל

ביום 12 בנובמבר 2014 אישרה אסיפה כללית שנתית ומיוחדת של בעלי המניות של החברה את התקשרות החברה עם כנפיים בעסקת מסגרת חדשה (להלן "עסקת המסגרת") לרכישה במשותף של פוליסת ביטוח לדירקטורים ונושאי משרה בחברה ובחברות הבת שלה (לרבות ביחס לבעלי שליטה בחברה המכהנים כדירקטורים ונושאי משרה), כפי שיקהנו בחברה מעת לעת, וזאת לתקופה של 3 שנים נוספות מיום 28 בדצמבר 2014, מועד סיום עסקת המסגרת משנת 2011 ועד ליום 27 בדצמבר 2017 במהלך התקופה הנ"ל רשאית החברה, מעת לעת, בכפוף לאישור ועדת הביקורת ודירקטוריון החברה ומבלי שיידרש לכך אישור נוסף של האסיפה הכללית, להצטרף לכנפיים ברכישת פוליסת ביטוח עבור חברות בנות וחברות קשורות שלה (להלן "ביטוח קבוצתי"), וזאת ביחס לכל הדירקטורים ונושאי המשרה שיקהנו בחברה ובחברות הבנות שלה באותה עת (לרבות בעלי השליטה)

אל על נתיבי אויר לישראל בערבון מוגבל **ביאורים לדוחות הכספיים המאוחדים**

ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים (המשך)

ג. עסקאות עם צדדים קשורים ובעלי עניין נוספים (המשך)

(1) עסקאות חריגות עם בעל שליטה (המשך)

פוליסת הביטוח הינה לתקופה מיום 1 בפברואר 2014 ועד ליום 31 במאי 2015 (תקופה של 16 חודשים) והינה, כאמור, בהתאם לתנאי עסקת המסגרת

בהתאם לתנאי הפוליסה, חלקה של החברה בדמי הביטוח הינו סך של כ- 161 אלפי דולר ארה"ב לשנה (ובאופן יחסי לתקופה של 16 חודשים כ- 215 אלפי דולר), המהווים 72% מסך דמי הביטוח בגין הפוליסה הקבוצתית (כנפיים נושאת ב - 28% הנוספים מתוך דמי הביטוח), סכום אשר הינו נמוך מסכום הפרמיה המקסימלי שנקבע לחלקה של החברה על פי תנאי עסקת המסגרת. ההשתתפות העצמית הינה בין 10 ל- 75 אלפי דולר ארה"ב (בהתאם לסוג ומהות התביעה) והינה נמוכה מהסכום המקסימלי שנקבע על פי תנאי עסקת המסגרת

ועדת הביקורת ודירקטוריון החברה אישרו את ההתקשרות בהתאם להוראות תקנה 1(3) לתקנות החברות (הקלות בעסקאות עם בעלי עניין), התש"ס-2000 וקבעו כי ההתקשרות תואמת את התנאים שנקבעו בעסקת המסגרת משנת 2011

תמצית נימוקי ועדת הביקורת ודירקטוריון החברה לאישור ההתקשרות

התקשרות בפוליסת הביטוח הנה לטובת החברה מאחר ויש בה כדי לאפשר לדירקטורים ולנושאי המשרה למלא את תפקידם כראוי, בהתחשב בסיכונים הכרוכים בתפקידם ובאחריות המוטלת על-פי דין על דירקטורים ונושאי משרה, ההתקשרות הינה בהתאם למדיניות התגמול של החברה, בעצם רכישת פוליסת הביטוח יש בכדי להפחית מחובת השיפוי של החברה כלפי הדירקטורים ונושאי המשרה בהתאם לכתבי השיפוי שניתנו לדירקטורים ולנושאי המשרה על-ידי החברה, ההתקשרות תואמת את התנאים שנקבעו בעסקת המסגרת עלות הפרמיה של הפוליסה, כמתואר לעיל, נמוכה מתקרת עלות הפוליסה כפי שנקבעה בתנאי עסקת המסגרת, התקשרויות בפוליסות ביטוח אחרות נושאי משרה הינן התקשרויות מקובלות לגבי חברות ציבוריות בישראל, תנאי ההתקשרות הינם זהים לכל נושאי המשרה בחברה, לרבות נושאי המשרה מקרב בעלי השליטה כפי שהיו וכפי שיהיו מעת לעת, כמו כן, ההתקשרות בפוליסת הביטוח נעשית בתנאי שוק ואין בה כדי להשפיע באופן מהותי על רווחיות החברה, רכוש או התחייבויותיה

(2) עסקאות שאינן חריגות ושאין זניחות עם בעל שליטה:

ביום 18 במרץ 2014, אישר דירקטוריון החברה הארכת התקשרויות של החברה עם קבוצת ידיעות אחרונות לשנים 2014 - 2015, כמפורט להלן (1) התקשרות לרכישת שטחי פרסום באמצעי המדיה השונים שבבעלות קבוצת ידיעות אחרונות, (2) התקשרות לרכישת עיתונים ומגזינים בישראל השייכים לקבוצת ידיעות אחרונות המיועדים לחלוקה לנוסעים בטיסות החברה ההתקשרויות עם קבוצת ידיעות אחרונות סווגו כעסקאות שלבעל שליטה בחברה יש בהן ענין אישי הואיל וקבוצת ידיעות אחרונות הינה בשליטת אחיה של גב' תמר מוזס - בורוביץ, אשר מכהנת כסגנית יו"ר דירקטוריון החברה והינה מבעלי השליטה בכנפיים, בעלת השליטה בחברה

דירקטוריון החברה בחן את ההתקשרויות הנ"ל והגיע למסקנה כי ההתקשרויות הינן לטובת החברה ועדת הביקורת קבעה כי ההתקשרויות הנ"ל אינן מהוות עסקאות חריגות

יצוין, כי בנוסף להתקשרויות האמורות, לחברה התקשרויות נוספות עם קבוצת ידיעות אחרונות כמפורט להלן: התקשרות להובלת מטען (עיתונים) מנמל התעופה בן גוריון לנמל התעופה קנדי בניו יורק, מתן הטבות בכרטיסי טיסה לידיעות אחרונות על פי הסכם לקוח עסקי, רכישת עיתונים מקבוצת ידיעות אחרונות בחו"ל ורכישת שטחי פרסום באמצעי המדיה השונים שבבעלות קבוצת ידיעות אחרונות על ידי מועדון הנוסע המתמיד ההתקשרויות הנ"ל אושרו על ידי הדירקטוריון כ"עסקאות זניחות", זאת לאחר סיווגן על ידי ועדת הביקורת כהתקשרויות לא חריגות

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ד. עסקה זניחה:

ביום 18 במרץ 2014 עדכן דירקטוריון החברה את הקווים המנחים והכללים לסיווגה של עסקה של החברה או חברה מאוחדת או חברה כלולה שלה, עם בעל עניין בה, כ"עסקה זניחה" כקבוע בתקנה 41(א)(6) לתקנות ניירות ערך (דוחות כספיים ושנתיים) התש"ע-2010 ("תקנות דוחות כספיים") כללים וקווים מנחים אלו יישמשו את החברה גם לבחינת היקף הגילוי בדוח תקופתי ובתשקיף (לרבות בדוחות הצעת מדף) לגבי עסקה של החברה, תאגיד בשליטתה וחברה מאוחדת או כלולה שלה, עם בעל שליטה או שלבעל השליטה יש עניין אישי באישורה, כקבוע בתקנה 22 לתקנות ניירות ערך (דוחות תקופתיים ומיידים), התש"ל-1970 ("תקנות דוחות תקופתיים ומיידים") ובתקנה 54 לתקנות ניירות ערך (פרטי תשקיף וטיטוט תשקיף - מבנה וצורה), התשכ"ט-1969 ("תקנות פרטי תשקיף") וכן לבחינת הצורך במסירת דיווח מידי בגין עסקה כאמור של החברה, כקבוע בתקנה 37א(6) לתקנות דוחות תקופתיים ומיידים (סוגי העסקאות הקבועים בתקנות דוחות כספיים בתקנות דוחות תקופתיים ומיידים ובתקנות פרטי תשקיף הנזכרים לעיל, יכנו "עסקת בעל עניין" או "עסקאות בעל עניין")

בהתאם לכך, קבע הדירקטוריון כי בהיעדר שיקולים איכותיים מיוחדים העולים מכלל נסיבות העניין, עסקת בעל עניין הנעשית במהלך העסקים הרגיל של החברה, בתנאי שוק ושאינן לה השפעה מהותית על החברה, תיחשב כ"עסקה זניחה" אם מתקיימים בה כל התנאים הבאים

(א) היקף ההתקשרות השנתי (על בסיס שנה קלנדרית) הנקוב בה אינו עולה על 1 מיליון ש"ח במקרה ובו בהתקשרות מסוימת אין לחברה את מלוא הזכויות והחובות בעסקה נשוא ההתקשרות, תיבחן ההתקשרות לפי חלקה היחסי של החברה בעסקה

(ב) החברה אינה נדרשת לדווח בדיווח מידי על העסקה בהתאם לתקנה 36 לתקנות דוחות תקופתיים ומיידים או על פי דין אחר

(ג) העסקה אינה עוסקת בתנאי כהונה והעסקה (כהגדרתם בחוק החברות, התשנ"ט-1999 - להלן - "חוק החברות") של בעל עניין או קרובו

ככלל כל עסקת בעל עניין תיבחן בנפרד לצורך בחינת סיווגה כ"עסקה זניחה" על בסיס אמת המידה הרלבנטית בדוחות הכספיים המבוקרים המאוחדים והשנתיים האחרונים של החברה אמות מידה רלוונטיות לבחינת עסקה הינן למשל (1) סך המכירות נשוא עסקת בעל העניין, (2) סך עלות המכירות נשוא עסקת בעל העניין, (3) היקף הנכסים נשוא עסקת בעל העניין, (4) היקף ההתחייבויות נשוא עסקת בעל העניין, או (5) היקף ההוצאה או התמורה נשוא עסקת בעל העניין

במקרים בהם, לפי שיקול דעתה של החברה, כל אמות המידה הנזכרות לעיל אינן רלוונטיות לבחינת זניחותה של עסקת בעל העניין, תיחשב העסקה כעסקה זניחה, בהתאם לאמת מידה רלוונטית אחרת, שתיקבע על-ידי החברה ובלבד שאמת המידה הרלוונטית המחושבת לעסקה זו תהא בהיקף שלא יעלה על 1 מיליון ש"ח בשנה קלנדרית

על אף האמור לעיל, עסקאות נפרדות המהוות חלק מאותה התקשרות או עסקאות מתמשכות או עסקאות דומות מאד המתבצעות באופן תדיר וחוזר, ייבחנו כעסקה אחת על בסיס שנתי קלנדרי לצורך בחינת הסיווג כעסקה זניחה ובמקרים כאמור היקף ההתקשרות המצטבר במהלך שנה קלנדרית לא יעלה על 1 מיליון ש"ח

במהלך העסקים הרגיל שלה, ביצעה הקבוצה, במהלך שנת הדוח או עד למועד הגשת הדוח או שהן עדיין בתוקף במועד הדוח, עסקאות עם בעלי שליטה אשר הינן בגדר "עסקאות זניחות", מסוגים ובעלות מאפיינים כדלקמן קבלת שירותי פרסום בתחום פרסום החוצות, רכישת חומרים כימיקלים הדרושים לתחזוקה שוטפת של אביזרי מטוסים, מתן שירותי קרקע, מתן שירותים משפטיים שונים, שיתוף פעולה לאירוח חברי מועדון אל על בטרקלין דן, קבלת שירותי תמיכה ואחזקה של מערכת מחשוב, מתן הנחות בכרטיסי טיסה על פי הסכם לקוח עיסקי, רכישת מסכים והתקנתם במשרדי החברה ומתן שירותי תוכן, הפקה ותחזוקה שוטפת לחברה, שירותי הסעדה לנוסעים שטיסתם התאחרה, שירותי בידוק לנוסעי יוקרה בטרקלין מצדה, ביצוע בקורות סמויות בטיסות החברה ובמהלך הבידוק לטיסות החברה, בקורות על אתר האינטרנט של החברה, שירותי שינוע לצורך העלאת והורדת נוסעים ממטוסים וכן, מתן שירותים שונים בתחום המזון על ידי חברת הבת, תמ"מ

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ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים (המשך)

ה. התקשרות עם מנכ"ל החברה:

(1) ביום 29 בינואר 2014 אישר דירקטוריון החברה את מינויו של מר דוד מימון כמנהל הכללי של החברה (להלן "המנכ"ל") והוא החל לכהן בתפקידו ביום 20 במרץ 2014. מר מימון מילא תפקידים שונים בחברה החל משנת 2005 ובתפקידו האחרון כיהן כסמנכ"ל מסחר וקשרים תעופתיים.

ביום 8 באפריל 2014 אישרה אסיפת בעלי המניות של החברה את תנאי הכהונה והעסקה של מר מימון כמנכ"ל החברה.

הסכם ההעסקה בין המנכ"ל לבין החברה הינו לתקופה בלתי קצובה במסגרתו יכהן כמנכ"ל החברה בהיקף משרה מלאה כל צד (המנכ"ל או החברה) ויכל להביא את ההסכם לידי סיום בהודעה מוקדמת של 6 חודשים מראש.

המנכ"ל זכאי למשכורת חודשית ברוטו בסך של 97,500 ש"ח ("משכורת כוללת") המשכורת הכוללת צמודה למדד המחירים לצרכן או כל מדד אחר שיחליף אותו והיא תעודכן מדי שנה בשנה, בחודש ינואר, עפ"י עליית המדד בשנה שחלפה, בניכוי תוספות יוקר ששולמו מאז מועד העדכון האחרון של המשכורת הכוללת להסרת ספק, אם המדד ירד, המשכורת הכוללת לא תופחת.

המנכ"ל יהא זכאי למענק שנתי בשיעור של 2% מהרווח השנתי של החברה (לפני מס) ולא יותר מסך של 3 מיליון ש"ח, וזאת בהתאם לתנאים, למגבלות ולהוראות שנקבעו במדיניות התגמול, כפי שתהיה בתוקף מעת לעת, לרבות הוראות בעניין תנאי סף לקבלת מענק, תגמול נדחה לטווח ארוך וכן לעניין הפחתת סכום המענק על ידי דירקטוריון החברה. בענין שיעור המענק הנדחה יצוין כי על אף האמור במדיניות התגמול, שיעור המענק הנדחה ביחס למנכ"ל יעמוד על 45% ולא על 30%.

המנכ"ל זכאי לתנאים סוציאליים כגון הפרשות לביטוח מנהלים או קרן פנסיה, לאבדן כושר עבודה ולקרן השתלמות, כמקובל לגבי נושאי משרה בכירים בחברה. כמו כן, זכאי המנכ"ל להחזר הוצאות אש"ל בארץ ובחו"ל על-פי נוהלי החברה ובהתאם לשיעורים ולסכומים החלים בחברה מעת לעת. החברה מעמידה לרשות המנכ"ל טלפון נייד וכן זכאי המנכ"ל להחזר הוצאות בעבור אחזקת הטלפון שבבית מגוריו.

החברה מעמידה לרשות המנכ"ל רכב מקבוצת רישוי 6 ההוצאות הכרוכות באחזקת הרכב ובשימוש בו, יחולו על החברה וישולמו על ידה. החברה תגלם את שווי המס החל בגין השימוש ברכב. המנכ"ל זכאי לכרטיסי טיסה, לו ולבני משפחתו כנהוג כיום בחברה לגבי מי שמכהן במשרת מנכ"ל וזאת על-פי נוהלי החברה הקיימים, כפי שיתעדכנו מעת לעת.

עם הפסקת עבודת המנכ"ל בחברה, עקב סיומו של הסכם העסקתו מכל סיבה שהיא (אך למעט בפיטורים בנסיבות מיוחדות) ופרישתו המוחלטת מהחברה, יהא המנכ"ל זכאי בנוסף להסדר הפנסיוני, לפיצויי פיטורים בשיעור של חודש לשנה בגין תקופת העסקתו בחברה לפי משכורתו האחרונה כסמנכ"ל נכון למועד חתימת הסכם ההעסקה כמנכ"ל החברה בגין שנות הכהונה כסמנכ"ל, וכן משכורת אחרונה כמנכ"ל בגין שנות הכהונה כמנכ"ל.

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ביאורים לדוחות הכספיים המאוחדים

ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים (המשך)

ה. התקשרות עם מנכ"ל החברה. (המשך)

(2) התקשרות עם מנכ"ל החברה היוצא:

ביום 19 במרץ 2014, סיים מר אליעזר שקדי את תפקידו כמנכ"ל החברה מר שקדי והוא החל לכהן בתפקידו ביום 1 בינואר 2010
ביום 6 בינואר 2010 אישרו ועדת הביקורת והדירקטוריון של החברה את ההתקשרות עם המנכ"ל היוצא בהסכם העסקה (להלן "הסכם העסקה") אשר נכנס לתוקפו באופן רטרואקטיבי החל מיום 1 בנובמבר 2009, שעיקרם כדלקמן
שכרו החודשי של המנכ"ל עמד על סך של 115,000 ש"ח ברוטו, צמוד למדד המחירים לצרכן על בסיס מדד ידוע, כאשר מדד הבסיס הינו המדד שפורסם ביום 15 בדצמבר 2009

המנכ"ל היוצא היה זכאי לבונוס המותנה בתוצאות הכספיות של החברה בשנת 2014 המנכ"ל היוצא לא היה זכאי לבונוס בנוגע לאופציות שהוענקו למנכ"ל החברה היוצא, ראה ביאור 27 ה 3
בהתאם להסכם העסקה שנחתם עם המנכ"ל היוצא, זכאי מר שקדי להודעה מוקדמת של 12 חודשים ממועד העסקתו בפועל, כלומר עד ליום 19 במרץ 2015, המנכ"ל היוצא ויתר על הזכות להיות מועסק עד לתום 12 החודשים כאמור ובהתאם לבקשתו, ביום 31 בדצמבר 2014 הסתיימו יחסי עובד מעביד בין המנכ"ל היוצא לחברה

ו. שיפוי דירקטורים ונושאי משרה:

ביום 10 במאי 2005 אישרה אסיפת בעלי המניות מתן התחייבות מראש לשיפוי נושאי משרה (לא אושר מתן פטור לנושאי משרה) היקף השיפוי לפי החלטה זו יהיה לפי הנמוך מבין 25% מההון של החברה לפי דוחותיה הכספיים השנתיים המאוחדים ליום 31 בדצמבר 2004 או 25% מההון של החברה לפי דוחותיה הכספיים השנתיים המאוחדים האחרונים במועד תשלום השיפוי

ביום 29 בדצמבר 2011 אישרה האסיפה הכללית של החברה את תיקון כתבי השיפוי לדירקטורים ולנושאי המשרה בחברה (המכהנים כיום או שיכהנו בעתיד), לרבות לדירקטורים ונושאי המשרה שהינם בעלי שליטה בחברה, באופן שעודכן היקף השיפוי לסך שלא יעלה על 25% מהונה העצמי של החברה לפי דוחותיה הכספיים האחרונים (הרבעוניים או השנתיים) אשר היו ידועים במועד תשלום השיפוי בפועל, וכן שינויים על פי הוראות חוק האכיפה המנהלית

ביום 12 בנובמבר 2014 הוחלט באסיפה כללית של בעלי המניות של החברה לאשר מחדש את הענקת כתבי שיפוי לדירקטורים של החברה הנמנים על בעלי השליטה בחברה, ה"ה תמר מוזס בורוביץ, סופיה קימרלינג ויהודה (יודי) לוי, לתקופה נוספת של שלוש שנים החל מיום 29 בדצמבר 2014 ועד ליום 28 בדצמבר 2017

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ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים (המשך)

ז. עסקאות בין החברה לבין חבר דירקטוריון החברה מר פנחס גינזבורג (להלן - "גינזבורג") או מי מטעמו (לרבות תאגידים בשליטתו):

פנחס גינזבורג (המכהן כדירקטור בחברה) וחברת י' הלל ושות' בע"מ ("י' הלל"), אשר בבעלותו המלאה, קיבלו אישור מאת המחזיק במניית המדינה המיוחדת ביום 3 בספטמבר, 2006, על פיו מסכים המחזיק כי יחידים בני משפחת פנחס גינזבורג וי' הלל יחזיקו ביחד במניות החברה בשיעור כולל הנמוך מ- 15% מהון המניות המונפק של החברה

יצוין כי לפנחס גינזבורג עניין אישי, במישרין ובעקיפין, בעסקאות שונות שמבצעת החברה ו/או חברות קשורות אליה, כמפורט להלן (א) י' הלל מבצעת, מעת לעת, עסקאות עם החברה ועם סאן דור לרכישת כרטיסי טיסה לטיסות החברה וסאן דור וכן לחכירת טיסות שכר של סאן דור, (ב) החברה וסאן דור מתקשרות, מעת לעת, בעסקאות עם איירתור, אשר מחצית ממניותיה מוחזקת על-ידי החברה והמחצית השנייה מוחזקת, למיטב ידיעת החברה, על ידי סוכני נסיעות, ביניהם י' הלל מר גינזבורג מכהן גם כדירקטור באיירתור עסקאות אלה הינן במהותן רכישת כרטיסי טיסה, אספקת שירותי מיקור חוץ על ידי איירתור בתחומי כרטוס, ביצוע הזמנות ומתן שירותי קרקע, (ג) פנחס גינזבורג משמש כסוכן המכירות הכללי של חברת התעופה תאי אירווייס ("תאי") בישראל תגמולו של גינזבורג מתבסס על עמלות הנובעות ממכירת כרטיסי טיסה של תאי בישראל בין החברה לתאי קיימים הסכמים בתחום הובלת הנוסעים, הובלת מטענים, ובכלל זה הסכמי קוד משותף והסכמי אינטרליין כמו כן, רוכשת החברה, מעת לעת, כרטיסי טיסה מאת י' הלל ותאי עבור עובדים לנסיעות בתפקיד ליעדים שהחברה אינה טסה אליהם בנוסף, מכוח היותו של מר גינזבורג סוכן המכירות הכללי של תאי בישראל, זכאי מר גינזבורג לכרטיסי טיסה מאת החברה ללא תשלום, זאת בהתאם להחלטת יאט"א מס' 788 המתבססת על עיקרון ההדדיות, לפיה חברות התעופה בעולם ובכלל זה, החברה, פונות האחת לשניה בבקשת לקבלת כרטיסי טיסה ללא תשלום עבור נושאי משרה בהן וב"ב ונציגי חברות התעופה וב"ב דיווח אודות שימוש של מר גינזבורג בכרטיסי טיסה של החברה על פי החלטת יאט"א מס' 788 כאמור, נמסר לדירקטוריון החברה בתום כל שנה קלנדרית

לאור עניינו האישי של מר גינזבורג בכל העסקאות הנ"ל, אישר דירקטוריון החברה, כעסקאות שאינן חריגות, נוהל עסקאות בין החברה לאיירתור ובין סאן דור לאיירתור וכן הסכמי מסגרת בין י' הלל ו/או מר גינזבורג (להלן - "בעל העניין") לבין החברה ולבין סאן דור (כל העסקאות הנ"ל ייקראו להלן - "ההתקשרויות") העקרונות הבסיסיים של נוהלי העסקאות והסכמי המסגרת הנם כדלקמן (1) אחת לשנה יקבע דירקטוריון החברה את סך התמורה השנתית המקסימאלית לביצוע עסקאות עם בעל העניין (להלן - "הסכום המקסימאלי"), (2) כל ההתקשרויות במסגרת הסכום המקסימאלי תעשינה במחירי שוק ובתנאי שוק, התקשרות שאינה בתנאי שוק תהא כפופה לאישור מראש של וועדת הביקורת ודירקטוריון החברה, (3) ימונה גורם מפקח שייפקח שכל ההתקשרויות תבוצענה בתנאי שוק ואשר יעביר לוועדת הביקורת של החברה, בתום כל חציון קלנדרי, דוח בכתב בדבר ההתקשרויות שבוצעו בחציון החולף ותנאיהן, (4) ככל שועדת הביקורת תקבע כי נעשתה חריגה ממחירי ותנאי השוק באיזה מההתקשרויות ("התקשרויות חורגות"), יועבר הדיון בהתקשרויות החורגות לדירקטוריון החברה לצורך קבלת החלטתו בנוגע לצעדים הנדרשים בקשר עם אישורן יצוין נכון לתאריך הדוח, לא נמצאו עסקאות חורגות, (5) הארכת ההתקשרויות תהיה כפופה לאישור האורגנים המוסמכים של החברה

ח. תגמול אנשי מפתח ניהוליים

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
3,990	5,767	4,913
541	597	806
59	-	-
4,590	6,364	5,719

הטבות לזמן קצר
הטבות לאחר סיום העסקה
תשלום מבוסס מניות

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ט. הטבות שניתנו לבעלי עניין:

לשנה שנסתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר
249	336	178
1	1	1
418	439	423
13	10	10

שרותי יו"ר ודמי ניהול (כולל הטבה בגין אופציות) לבעלי עניין המועסקים בחברה

מספר האנשים אליהם מתייחסת ההטבה

גמול דירקטורים אשר אינם מועסקים בחברה

מספר האנשים אליהם מתייחסת ההטבה

י. יתרות עם בעלי עניין וצדדים קשורים

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
2,691	3,954
1	1
2,692	3,955
9,156	8,319

בעלי עניין/ צדדים קשורים אחרים:

במסגרת הנכסים השוטפים:
לקוחות.

צד קשור - חברה כלולה

צד קשור ובעל עניין

סך יתרות החובה הגבוהות ביותר בשנת החשבון

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר
1,037	475
1,151	120
583	307

במסגרת ההתחייבויות השוטפות:

צד קשור ובעל עניין

התחייבויות שוטפות בגין הטבות לעובדים:

צד קשור

במסגרת ההתחייבויות הלא שוטפות.

צד קשור

ליום 31 בדצמבר	
2013	2014
אלפי דולר	אלפי דולר

חברות כלולות:

במסגרת הנכסים הפיננסיים הלא שוטפים:

השקעה במניות וכתבי אופציה

17,660	17,123

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ביאור 34 - עסקאות עם בעלי עניין וצדדים קשורים (המשך)

יא. עסקאות עם בעלי עניין וצדדים קשורים:

לשנה שנתיימה ביום 31 בדצמבר		
2012	2013	2014
אלפי דולר	אלפי דולר	אלפי דולר

בעלי עניין/ צדדים קשורים.

הכנסות מבעלי עניין וצדדים קשורים:

*47,619	53,600	51,738

כרטיסי טיסה

21,796	20,013	18,603

הובלת מטען

215	255	871

הכנסות אחרות

הוצאות הפעלה:

711	1,243	884

עסקאות עם בעלת השליטה בחברה

2,454	4,377	1,271

שירותים מבעלי עניין

(2,442)	-	-

קבלת מניות ואופציות ללא תמורה מחברה כלולה

הוצאות מכירה:

5,305	4,740	4,460

בעיקר עמלות ודמי שיווק (חברות כלולות)

297	365	362

בעיקר עמלות סוכנים (לבעלי עניין)

587	583	546

שירותי פרסום מבעלי עניין (באמצעות צד שלישי)

1,393	2,622	1,655

הוצאות הנהלה וכלליות*

* סווג מחדש

** כולל את נתוני מחזור המכירות לחברות המוחזקות

ביאור 35 - עסקאות והתקשרויות עם החברות המוחזקות

א. כאמור בביאור 1ב החברה לא כללה בדוחות התקופתיים לשנים 2014 ו 2013 מידע כספי נפרד בהתאם להוראות תקנה 9 ג לתקנות ניירות ערך (דוחות תקופתיים ומיידים), התש"ל-1970, בשל זניחות תוספת המידע

החברה מחזיקה בבעלות מלאה במספר חברות אשר פעילותן משלימה את הפעילות העיקרית המנוהלת במסגרת החברה. חברות אלה אינן בעלות פעילות עצמאית בלתי תלויה, אלא למעשה רכיבים מסוימים מתוך מערך פעילות החברה אשר אוגדו במסגרת חברות וזאת מטעמי רגולציה ושיקולים ניהוליים אחרים (הסכמי שכר וכד'). חברות אלו אינן מהותיות ביחס לחברה היות והיקף הנכסים, ההתחייבויות וההכנסות המנוהלים במסגרת החברות הבנות הינם זניחים ביחס להיקף הנכסים, ההתחייבויות וההכנסות המנוהלים במסגרת החברה. לפיכך, פרסום דוחות כספיים נפרדים לא יהווה תוספת מידע מהותי למשקיע הסביר

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ביאור 35 - עסקאות והתקשרויות עם החברות המוחזקות (המשך)

ב. לחברה קיימות התקשרויות עם החברות המוחזקות שלה כמפורט להלן

(1) פעילות בין חברת האם לחברות הבנות:

חברה	סוג הפעילות	מחזור שנתי		חשבון השקעה		חשבון חו"ז ליום	
		ליום 31 בדצמבר		ליום 31 בדצמבר		ליום 31 בדצמבר	
		2013	2014	2013	2014	2013	2014
		אלפי דולר		אלפי דולר		אלפי דולר	
סאן דור	החכרת מטוסים ומתן שירותים נלווים	46,117	36,914	3	3	2,142	222
	עמלות	48	48	-	-	-	-
תמ"מ	קניית מזון לטיסות החברה מנתב"ג	24,923	25,984	1,309	1,282	2,640	2,380
בורנשטיין	קניית מזון לטיסות החברה מניו-יורק	6,598	6,867	4,828	4,910	478	813
	דמי ניהול	245	199	-	-	-	-
	הלוואה לחברה האם (1)	-	-	-	-	3,000	3,000
	ריבית מחברת האם (1)	69	69	-	-	-	-
סופרסטאר	מכירת כרטיסי טיסה וסידורי קרקע	12,070	12,354	(159)	(198)	89	312
	הלוואות מהחברה האם (נכלל בחשבון ההשקעה) (2)	-	-	881	935	-	-
כתית	רכישת מזון לעובדים ושירותי מזון בטרקלין המלך דוד בטרמינל 3	3,571	3,812	-	-	1,150	1,035

(1) בחודש דצמבר 2011 קיבלה החברה מבורנשטיין הלוואה ע"ס 3,000 אלפי דולר לתקופה של שלוש שנים, בריבית שנתית של 3% המשולמת מידי ה-15 לדצמבר בכל שנה. בחודש דצמבר 2014 הוארך מועד פירעון ההלוואה בשלוש שנים נוספות.

(2) בחודש ספטמבר 2007 העמידה החברה לסופר סטאר הלוואה ע"ס 205 אלפי שטרלינג. בחודש אוקטובר 2010 העמידה החברה הלוואה נוספת ע"ס 110 אלפי שטרלינג. בחודש נובמבר 2012 העמידה החברה הלוואה נוספת ע"ס 250 אלפי שטרלינג. שלושת ההלוואות הינן ללא מועד פירעון ואינן נושאות ריבית.

(2) פעילות הדדית בין חברות הבת:

חברה	סוג הפעילות	מחזור שנתי		חשבון חו"ז ליום	
		ליום 31 בדצמבר		ליום 31 בדצמבר	
		2013	2014	2013	2014
		אלפי דולר		אלפי דולר	
תמ"מ - כתית	רכישת מזון	315	343	62	146

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ביאורים לדוחות הכספיים המאוחדים

ביאור 36 - שעבודים ובטחונות

כאמור בביאור 14 לעיל, הנכסים החופשיים משעבוד של החברה ליום 31 בדצמבר 2014 הינם מטוסים ומנועים חליפיים בסך של כ- 6 מיליון דולר וכן חלפים ורכוש קבוע אחר בסך כ- 144 מיליון דולר פרט לנכסים אלו, משעובדים הנכסים לטובת ההלוואות שניתנו על ידי הבנקים המלווים

להלן פירוט ההתחייבויות של החברה המובטחות בשעבודים

סוג מטוס	רישום מטוס	שנת יצור	פירוט השעבוד
777-200ER	ECA ECB ECC	2001	משכון ושעבוד קבוע וספציפי בדרגה ראשונה לטובת תאגיד בנקאי בישראל על כל זכויות החברה על המטוסים המשכון והשעבוד כולל את כל המנועים, הזכויות הנובעות בשל החכרה או שימוש במטוסים או בשל חוזים או פוליסות ביטוח וכן על זכויות לפיצוי או שיפוי בקשר למטוסים הנ"ל כמו כן, נרשם שעבוד צף מדרגה ראשונה על כל המנועים והציוד הנלווה שיהיו מורכבים על המטוסים הנ"ל מעת לעת ועל זכויות הביטוח בגינם אין לרשום שעבוד נוסף על אותם נכסים או להעביר את הנכסים ללא הסכמת הבנק בכתב ומראש
777-200ER	ECD ECE ECF	2002 2007 2007	משכון ושעבוד קבוע וספציפי בדרגה ראשונה לטובת נאמן בטחונות (לגבי ECD) המשכון והשעבוד כולל את כל הזכויות הנובעות מחוזים הקשורים במטוסים, זכויות לפיצוי או דמי ביטוח בגין המטוסים והמנועים שלהם או כל חלק הקשור אליהם וכן את כל הזכויות הנובעות מהסכם החכירה של המטוסים בנוסף לכך, ניתנה המחאה בדרך של שעבוד לטובת חברה זרה של כל הזכויות הקיימות ו/או העתידיות הנובעות מפוליסות הביטוח בגין המטוסים
747-400	ELA ELB ELC ELD ELE ELH	1994 1994 1995 1999 1994 1996	משכון ושעבוד קבוע וספציפי בדרגה ראשונה (לגבי ELA ו- ELB לטובת תאגיד בנקאי בחו"ל, לגבי ELC, ELE, ו- ELH לטובת תאגיד בנקאי בישראל ולגבי ELD לטובת תאגידים בנקאיים בישראל) על כל זכויות החברה על המטוסים המשכון והשעבוד כולל את כל המנועים, הזכויות הנובעות בשל החכרה או שימוש במטוסים או בשל חוזים או פוליסות ביטוח וכן על זכויות לפיצוי או שיפוי בקשר למטוסים הנ"ל כמו כן, נרשם שעבוד צף מדרגה ראשונה על כל המנועים והציוד הנלווה שיהיו מורכבים על המטוסים הנ"ל מעת לעת ועל זכויות הביטוח בגינם אין לרשום שעבוד נוסף על אותם נכסים או להעביר את הנכסים ללא הסכמת הבנק בכתב ומראש
737-800 737-700	EKA EKB EKC EKD EKE	1999	משכון ושעבוד קבוע וספציפי בדרגה ראשונה לטובת תאגיד בנקאי בישראל על כל זכויות החברה על המטוסים המשכון והשעבוד כולל את כל המנועים, הזכויות הנובעות בשל החכרה או שימוש במטוסים או בשל חוזים או פוליסות ביטוח וכן על זכויות לפיצוי או שיפוי בקשר למטוסים הנ"ל כמו כן, נרשם שעבוד צף מדרגה ראשונה על כל המנועים והציוד הנלווה שיהיו מורכבים על המטוסים הנ"ל מעת לעת ועל זכויות הביטוח בגינם אין לרשום שעבוד נוסף על אותם נכסים או להעביר את הנכסים ללא הסכמת הבנק בכתב ומראש
737-800	EKH EKJ EKL	2009	משכון ושעבוד קבוע וספציפי בדרגה ראשונה לטובת נאמן בטחונות על כל הזכויות של החברה במטוסים המשכון והשעבוד כולל את כל הזכויות הנובעות מחוזים הקשורים במטוסים, זכויות לפיצוי או דמי ביטוח בגין המטוסים ומנועיו או כל חלק הקשור אליהם וכן את כל הזכויות הנובעות מהסכם החכירה של המטוסים בנוסף לכך, ניתנה המחאה בדרך של שעבוד לטובת חברה זרה של כל הזכויות הקיימות ו/או העתידיות הנובעות מפוליסות הביטוח בגין המטוסים
737-900	EHA EHB EHE EHC	2013 2014	משכון ושעבוד קבוע וספציפי בדרגה ראשונה לטובת נאמן בטחונות על כל הזכויות של החברה במטוסים המשכון והשעבוד כולל את כל הזכויות הנובעות מחוזים הקשורים במטוסים, זכויות לפיצוי או דמי ביטוח בגין המטוסים ומנועיו או כל חלק הקשור אליהם וכן את כל הזכויות הנובעות מהסכם החכירה של המטוסים בנוסף לכך, ניתנה המחאה בדרך של שעבוד לטובת חברה זרה של כל הזכויות הקיימות ו/או העתידיות הנובעות מפוליסות הביטוח בגין המטוסים

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 36 - שעבודים ובטחונות (המשך)

שעבודים נוספים.

- א. להבטחת התחייבויות החברה בגין ניצול מסגרות אשראי הניתנות לה על ידי תאגיד בנקאי בישראל (לרבות בגין העמדת ערבויות בנקאיות), חתמה החברה על הסכמים למתן שעבודים ספציפיים לזכות מוסד בנקאי זה על זכויות החברה לקבלת כספים ממכירות כרטיסי טיסה ממספר מצומצם של סוכנים כמו כן, שיעבדה החברה את הנכס ברחוב בן יהודה 32 בתל אביב לטובת מוסד בנקאי זה
- ב. שעבוד לטובת בנק זר של מנוע חלופי לצי מטוסי 777-200, אשר נרכש במימון הלוואה מתאגיד בנקאי בחו"ל, לו העמיד הבנק הזר ערבות השעבוד כולל זכויות הנבעות מביטוח, פיצוי ושיפוי
- ג. לגבי מטוסים חכורים לצי 737-800 (שסימונם EKS ו-EKF) שעבוד כל פוליסות הביטוח הקשורות לנכס לטובת חברה זרה אין לשעבד או להעביר ללא הסכמת בעל השעבוד
- ד. שעבוד לטובת הבנק האמריקאי ליצוא ויבוא - EXIM של מנוע חלופי לצי מטוסי 737, אשר נרכש במימון הלוואה ישירה מ EXIM, לו העמיד הבנק ערבות השעבוד כולל זכויות הנבעות מביטוח, פיצוי ושיפוי

ביאור 37 - אירועים לאחר תאריך הדוח על המצב הכספי

- א. ביום 13 בינואר 2015, נתקבלה במשרדי החברה בקשה לאישור תובענה כייצוגית אשר הוגשה בבית המשפט המחוזי מרכז ("הבקשה") הבקשה הוגשה כנגד ארקיע קווי תעופה ישראליים בע"מ, ישראייר תעופה ותיירות בע"מ, החברה ורשות שדות התעופה ("המשיבות")
- על פי הנטען בבקשה, המשיבות מפירות את חובתן לפי חוק שוויון לאנשים עם מוגבלות, תשנ"ח-1988, להפעיל מערכת עזר לשמיעה עם סליל השראה בכל בית נתיבות לנוסעים של נמל תעופה לטובת ציבור האנשים בעלי מוגבלות בשמיעה ומשתמשים במכשירי שמיעה
- בבקשה מצוין סכום אישי על סך של 500 ש"ח וסכום כולל לכלל הקבוצה על סך של כ- 83 מיליון ש"ח החברה לומדת את הבקשה ותגיש תגובתה כנדרש
- ב. ביום 14 בינואר 2015, נתקבלה במשרדי החברה בקשה לאישור תובענה כייצוגית אשר הוגשה בבית המשפט המחוזי מרכז ("הבקשה") על פי הנטען בבקשה, עניינה באי השבת אגרות ו/או מיסי נמל אותם גובה החברה מלקוחותיה במועד החיוב בגין כרטיסי טיסה במקרים בהם לא התייצבו אלה לטיסתם, זאת חרף העובדה שהחברה אינה מעבירה לצדדים שלישיים את האגרות ו/או מיסי הנמל שגבתה מלקוחות כאמור
- בבקשה מצוין סכום אישי על סך של 183 ש"ח וסכום כולל לכלל הקבוצה על סך של כ- 30 מיליון ש"ח החברה לומדת את הבקשה ותגיש תגובתה כנדרש
- ג. ביום 26 בינואר 2015 חתמה החברה על הסכם למכירת עשרה מנועים לא שמישים מסוג P&W JT9D-7Q לחברה זרה היקף העסקה הינו כ- 275 מיליון דולר ארה"ב מסירתם של המנועים מתוכננת לרבעון השני והשלישי של שנת 2015
- ד. במהלך חודש ינואר 2015 התקבלו שלוש הלוואות מחברות כרטיסי אשראי בסך כולל של 41 מיליון ש"ח חברות כרטיסי האשראי התחייבו לרכישה עתידית של נקודות מועדון הנוסע המתמיד כאשר נקודות המועדון במסגרת הרכישה העתידית מהוות בטוחות להלוואה ההלוואות הועמדו לתקופה של שנה עד שנתיים בתשלומי קרן וריבית חודשיים בריבית הפריים פלוס מרווח
- ה. ביום 18 בפברואר 2015, נתקבלה במשרדי החברה בקשה לאישור תובענה כייצוגית, אשר הוגשה כנגדה בבית המשפט המחוזי מרכז ("הבקשה") הבקשה הוגשה בשם קבוצת מחזיקי כרטיסי האשראי הממותגים של חברי מועדון הנוסע המתמיד של החברה - FLY CARD על פי הנטען בבקשה, בניגוד לפרסומי החברה ולמצגיה, הרי שבמסגרת טיסות UP המופעלות על ידי החברה, לא מוענקות למחזיקי כרטיסי האשראי כאמור הטבות שונות כפי שהובטחו על ידי החברה בבקשה מצוין סכום אישי על סך של כ- 192 ש"ח וסכום כולל לכלל הקבוצה, שהוערך על ידי המבקש, על סך של כ- 10 מיליון ש"ח
- החברה לומדת את הבקשה ותגיש תגובתה כנדרש

אל על נתיבי אויר לישראל בערבון מוגבל

ביאורים לדוחות הכספיים המאוחדים

ביאור 37 - אירועים לאחר תאריך הדוח על המצב הכספי (המשך)

1. ביום 5 במרץ 2015 חתמה החברה עם בנק קנדי על מסמכי עסקת מימון בערבות EX-IM למטוס מדגם בואינג 737-900ER מספר 5 ("המטוס")
- ההיקף הכולל של ההלוואה עבור רכישת המטוס הינו כ- 48 מיליון דולר
- ההלוואה נלקחה לתקופה של 12 שנים ממועד קבלת המטוס ופירעונה יתבצע בתשלומים חודשיים הלוואה נושאת ריבית משתנה המבוססת על ריבית הליבור בתוספת מרווח החל ממועד העמדתה
- במסגרת מסמכי עסקת המימון, קיימות לחברה האפשרויות הבאות
- בשנה הראשונה, החלפת ההלוואה בהנפקה של אגרות חוב בערבות EX-IM בשוק ההון בארה"ב
- במשך כל תקופת ההלוואה, קיבוע הריבית עד לתום תקופת ההלוואה בריבית קבועה ובתשלומים רבעוניים
- בנוסף, המטוס וכן כל הזכויות הקמות לחברה מכח מסמכי העסקה וכן זכויות החברה על פי פוליסות הביטוח שהונפקו במסגרתה, שועבדו כבטוחה
- לקיחת ההלוואה הושלמה בהתאם לתנאים המפורטים במסמכי עסקת המימון, הכוללים, בין השאר, התחייבויות ומצגים של החברה כמקובל בעסקאות מסוג זה, החל ממועד לקיחת ההלוואה ועד לסילוקו המלא של החוב בתום התקופה
- מסמכי העסקה מתייחסים, בין השאר, לאירועים בהם ניתן להעמיד את החוב לפירעון מיידי במקרה של פיגור בתשלום כלפי בעלי החוב או כלפי הלוואות אחרות במימון EXPORT IMPORT BANK OF THE UNITED EX-IM ו/או במקרה בו לפי שיקול דעתה הסביר של EX-IM התרחש אירוע העלול להשפיע לרעה באופן מהותי על יכולת החברה לעמוד בהתחייבויותיה ועל עסקיה, נכסיה ומצבה הכספי
- במקרה שתשלומי ההלוואה לא יפרעו כסדרם על ידי החברה, ותמומש ערבות EX-IM, תממש EX-IM את המטוס ותפרע את יתרת ההלוואה ככל שכספי מימוש המטוס לא יספיקו לכיסוי סכום הערבות אשר מומשה, תהא החברה מחויבת להשיב ל- EX-IM את יתרת החוב, כמקובל בעסקאות מימון מטוסים
- ביום 10 במרץ 2015 התקבלה ההלוואה

דוח תקופתי לשנת 2014

פרק ד'

פרטים נוספים על התאגיד

פרטים נוספים על התאגיד

שם חברה אל על נתיבי אויר לישראל בע"מ

מס' חברה ברשם ח צ 520017146

כתובת נמל תעופה בן גוריון 7015001

תאריך המאזן 31 בדצמבר 2014

תאריך הדוח 24 במרץ 2015

תקופת הדוח שנת 2014

תקנה 10א: תמצית דוחות הרווח הכולל של התאגיד לפי רבעונים

להלן תמצית דוחות רווח והפסד רבעוניים לשנת 2014 באלפי דולר

רבעון 1-3/2014	רבעון 4-6/2014	רבעון 7-9/2014	רבעון 10-12/2014	
415,417	571,532	601,231	493,123	הכנסות הפעלה
(398,448)	(466,282)	(492,978)	(433,289)	הוצאות הפעלה
16,969	105,250	108,253	59,834	רווח גולמי
(45,899)	(53,670)	(52,980)	(48,517)	הוצאות מכירה
(27,893)	(27,011)	(26,593)	(22,918)	הוצאות הנהלה וכלליות
4,893	55	385	6,192	הכנסות (הוצאות) אחרות, נטו
(51,930)	24,624	29,065	(5,409)	רווח (הפסד) מפעולות רגילות
(5,343)	(6,185)	(15,539)	(15,084)	הוצאות מימון
2,101	3,946	105	306	הכנסות מימון
279	168	387	222	חלק החברה ברווחי חברות כלולות, נטו ממס
(54,893)	22,553	14,018	(19,965)	רווח (הפסד) לפני מיסים על ההכנסה
15,239	(6,259)	(3,875)	5,122	הטבת מס (מיסים על ההכנסה)
(39,654)	16,294	10,143	(14,843)	רווח (הפסד) לתקופה
2,089	(11,552)	829	8,376	רווח בגין מדידות מחדש של הטבה מוגדרת, נטו ממס
(206)	108	(1,481)	(869)	הפרשי שער בגין תרגום פעילויות חוץ, נטו ממס
(7,975)	1,676	(13,738)	(21,261)	רווח (הפסד) בגין גידור תזרים מזומנים, נטו ממס
(45,746)	6,526	(4,247)	(28,597)	סה"כ רווח (הפסד) כולל לתקופה

תקנה 10 ג': שימוש בתמורת ניירות ערך

מחודש מאי 2003 (מועד תשקיף ההנפקה של החברה), לא גייסה החברה כספים על פי תשקיף לפרטים בדבר עודפי תמורת מימוש אופציות שלא הופקדו בקופת הפיצויים, ראו ביאור 21 ב 3 בדוחות הכספיים ליום 31 בדצמבר 2014

תקנה 11: רשימת השקעות בחברות-בת ובחברות קשורות

להלן רשימת ההשקעות של החברה בתאריך הדוח על המצב הכספי בכל אחת מחברות הבת הפעילות והחברות הקשורות שלה (באלפי דולר)

שם החברה	סוג המניות נאמנות המניות	מספר המניות המוחזקות ע"י כלל המניות של המניות המוחזקות המניות	ע"י כלל המניות של המניות המוחזקות	ע"י כלל המניות של המניות המוחזקות	השקעה ב-%	ערך בדוח הכספי הנפרד של החברה כמשמעות בתקנה 10		חלק בשווי המאזן ליום 31.12.2014	הלוואות לחברות מוחזקות ליום 31.12.2014
						בהצבעה	בהון		
סאן דור נתיבי אויר בינלאומיים בע"מ ("סאן דור")	רגילות בנות 0 001 ש"ח	5,000	5 ש"ח	5 ש"ח	100	100	3	3	אלפי דולר
כתית בע"מ	רגילות בנות 0 0001 ש"ח	1,000	0 1 ש"ח	0 1 ש"ח	100	100	-	-	-
	נדחות בנות 0 0001 ש"ח	5,000	0 5 ש"ח	0 5 ש"ח	-	-	-	-	-
סופרסטאר הולדינגס לימיטד	רגילות בנות 1 ליש"ט	50,000	50,000 ליש"ט	50,000 ליש"ט	100	100	349	(160)	881
תור אויר ישראל בע"מ ("אירדור")	רגילות ב ¹	50	10 ש"ח	5 ש"ח	50		13	13	-
תמ"מ תעשיות מזון מטוסים בע"מ	רגילות בנות 1 ש"ח	1,068	1,068 ש"ח	1,068 ש"ח	100	100	1	1,283	-
בורנשטיין קייטורס אינס	רגילות (ללא ע נ)	80,000	80,000 דולר	80,000 דולר	100	100	1	4,910	-
קווי חופשה בע"מ ²	רגילות בנות 1 ש"ח	25	125 ש"ח	25 ש"ח	20	20	40	1,015	-
איר קונסלידטורס ישראל בע"מ ³ ("אקיי")	רגילות ב ¹ בנות 0 1 ש"ח	55	11 ש"ח	5 5 ש"ח	50	50	4	4	-
ממן - מסופי מטען וניטול בע"מ ⁴	רגילות בנות 1 ש"ח	6,176,472	41,176,472 ש"ח	6,176,472 ש"ח	15	15	12,135	16,091	-

תקנה 12: שינויים בהשקעות בחברות בת ובחברות קשורות בשנת הדוח

אין

- 1 המניות המוחזקות על ידי החברה מקנות לה את הזכות להשתתף ולהצביע באסיפות הכלליות של איירדור בשיעור של 50% ולמנות מחצית מחברי הדירקטוריון שלה, ללא זכות לקבלת רווחים
- 2 לחברה זכות למנות דירקטור בחברת קווי חופשה בע"מ
- 3 המניות הרגילות שבידי החברה מקנות לה את הזכות להשתתף ולהצביע באסיפות הכלליות של אקיי ולמנות מחצית מחברי הדירקטוריון שלה, ללא זכות לקבלת רווחים
- 4 החל מיום 1 בינואר 2012 מחזיקה החברה ב- 15% מהון המניות של ממן בנוסף לאופציות וכן לחברה זכות למנות שני דירקטורים

תקנה 13: רווח כולל (הפסד) של חברות בנות וחברות קשורות והכנסות מהן למועד הדוח על המצב הכספי

שם החברה	רווח (הפסד) לשנה	רווח (הפסד) כולל לאחר לשנה	סה"כ הרווח כולל	דגיג דגירה שנתקבל	דגיג דגירה שנתקבל לאחר תאריך הדוח על המצב הכספי	דגיג דגירה שנתקבל לאחר תאריך הדוח על המצב הכספי	דגיג דגירה שנתקבל לאחר תאריך הדוח על המצב הכספי
אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר	אלפי דולר
סאן דור	*	-	-	-	-	-	-
סופרסטאר	15	-	15	-	-	-	-
בורנשטיין	410	(308)	102	20	-	199	-
תמ"מ	381	(42)	339	-	-	-	-
כתית	**	-	-	-	-	-	-
קווי חופשה ⁵	576	-	576	-	-	-	-
איירתור	367	-	367	-	-	-	-
אייר קונסולידטורס ישראל	83	-	83	-	-	-	-
ממן	8,880	239	9,119	164	-	-	-

* על פי שיטת ההתחשבות בין סאן דור לחברה, מסיימת סאן דור את תוצאותיה הכספיות בכל תקופה באיזון
 ** על פי שיטת ההתחשבות בין כתית לחברה, כתית מסיימת את תוצאותיה הכספיות בכל תקופה באיזון
 התרגום של הנתונים השקליים בוצע לפי שער חליפין ממוצע לשנת 2014

תקנה 20: מסחר בבורסה

במהלך תקופת הדוח ועד למועד פרסומו לא נרשמו למסחר בבורסה ניירות ערך שהנפיק התאגיד וכן לא בוצעו הפסקות מסחר

תקנה 21: תגמולים לנושאי משרה בכירה ולבעלי עניין כפי שהוכרו בדוחות הכספיים לשנת הדיווח

ביום 8 בינואר 2014 אישרה האסיפה הכללית של בעלי המניות של החברה את מדיניות התגמול של נושאי המשרה של החברה (להלן "מדיניות התגמול") למידע אודות מדיניות התגמול של החברה ראו דיווחים מיידיים שפרסמה החברה ביום 30 בדצמבר 2013 (מספר אסמכתא 2013-01-112759) וביום 8 בינואר 2014 (מספר אסמכתא 2014-01-008755)

ביום 8 באפריל 2014 אישרה אסיפה כללית של בעלי המניות של החברה את תנאי הכהונה והעסקה של מר דוד מימון, מנכ"ל החברה, כמפורט בדוח המשלים אשר פרסמה החברה ביום 2 באפריל 2014 (מספר אסמכתא 2014-01-036720)

להלן פירוט התגמולים לחמשת בעלי התגמולים הגבוהים ביותר מבין נושאי המשרה הבכירה בחברה או בחברת בת, בין אם ניתנו על ידי החברה ובין אם ניתנו על ידי אחר, כפי שהוכרו בדוחות הכספיים לשנת 2014

תגמולים בעבור שירותים (במונחי עלות לחברה בש"ח)							פרטי מקבל התגמולים			
שם	תפקוד	המשרה	שעות התקנת המנון בחברה	שכר	מענק	תשלום מבוטס מניות	דמי ניהול	דמי ייעוץ	עמלה	סכום (ש"ח)
דוד מימון	מנכ"ל	מלאה		1,693,960	-					1,693,960
יעקב לי-אור	מנכ"ל חברה בת	מלאה		1,308,568	209,299					1,517,867
בנימין ליבנה	סמנכ"ל	מלאה		1,455,430						1,455,430
עפר צברי	סמנכ"ל	מלאה		1,258,632						1,258,632
עופר גת	סמנכ"ל	מלאה		1,257,433						1,257,433

יתגמול בגין "שכר" בטבלה לעיל ולהלן, הינו במונחי עלות לחברה וכולל תנאים נלווים לשכר, כגון החזקת רכב, תנאים סוציאליים, הפרשות אקטואריות בשל סיום יחסי עובד-מעביד וכל הכנסה שנוקפה לשכר בשל מרכיב שהוענק לעובד

שכרם של נושאי המשרה צמוד למדד המחירים לצרכן ומתעדכן אחת לשנה החברה מעניקה לנושאי המשרה רכב וכן נושאת בכל ההוצאות הכרוכות בשימוש ובאחזקת הרכב (לרבות גילום) כמו כן, נושאי המשרה זכאים לטלפון, טלפון נייד, החזר הוצאות אש"ל בגין שהות בחו"ל לצרכי העבודה, להשתתפות בהוצאות מסוימות, חופשה שנתית, דמי מחלה והבראה, מענק ביגוד, ביטוח מנהלים/פנסיה, קרן השתלמות כמקובל וכן זכויות בכרטיסי טיסה כמקובל בחברה

(1) דוד מימון

מר מימון משמש כמנכ"ל החברה החל מיום 20 במרץ 2014 מר מימון מועסק בחברה החל מחודש יולי 2005 ושימש קודם לכן כסמנכ"ל שירות, סמנכ"ל לקוחות וסמנכ"ל מסחר וקשרים תעופתיים (עד למינויו למנכ"ל החברה) הגמול המוצג לעיל משקף שקלול של שכרו כסמנכ"ל מסחר וקשרים תעופתיים בתקופה שבין יום 1 בינואר 2014 ועד ליום 19 במרץ 2014 (כולל) עם שכרו כמנכ"ל החברה בתקופה שבין יום 20 במרץ 2014 ועד ליום 31 בדצמבר 2014

נכון ליום 1 במרץ 2015, עומדת משכורתו החודשית (ברוטו) של מר מימון על סך 97,500 ₪ לפרטים בדבר תנאי העסקתו של מר דוד מימון כמנכ"ל החברה, אשר אושרו על ידי האסיפה הכללית של החברה שהתכנסה ביום 8 באפריל 2014, ראו דוח משלים לזימון אסיפה כללית של בעלי מניות של החברה שפרסמה החברה ביום 2 באפריל 2014 (מספר אסמכתא 2014-01-036720) וכן ביאור 34 לדוח הכספי של החברה ליום 31 בדצמבר 2014

(2) יעקב לי-אור

מר יעקב לי-אור מכהן כמנכ"ל חברת הבת בורנשטיין קייטורס בארה"ב החל מיום 23 בספטמבר 2002 השכר המצוין בעמודה לעיל הינו השווי בשקלים לפי שער חליפין ממוצע של דולר ארה"ב לשנת 2014 ואינו כולל הוצאות שכ"ד בהן נושאת החברה וכן שווי כרטיסי טיסה

נכון ליום 1 במרץ 2015, עומדת משכורתו החודשית (ברוטו) של מר לי-אור על סך של כ- 16,885 דולר ארה"ב (לא כולל תשלום בסך 17% בגין אי הפרשה לתנאים סוציאליים בשל העסקתו של מר לי-אור בארה"ב) כמו כן, נקבע בהסכם ההעסקה של מר לי-אור כי ניתן להביאו לידי סיום בהודעה מוקדמת בכתב של 6 חודשים במקרה של התפטרות ופיטורין בעת סיום העסקתו יהיה זכאי לתוספת פיצויי פיטורין בשיעור של חודש לכל שנת עבודה

(3) בנימין ליבנה

מר בנימין ליבנה מכהן כסמנכ"ל מבצעים בחברה החל מיום 1 במאי 2010 מר ליבנה מועסק בחברה החל משנת 1990 מר ליבנה שימש כקברניט בצי מטוסי 747 עד לחודש מאי 2011 ושימש בעבר בתפקידי ניהול שונים בחברה ולאור סיום ביצוע תפקידי קברניט על ידי מר ליבנה, תוקן הסכם ההעסקה עמו נכון ליום 1 במרץ 2015, עומדת משכורתו החודשית (ברוטו) של מר ליבנה על סך 81,620 ₪ כמו כן, נקבע בהסכם ההעסקה של מר ליבנה כי ניתן להביאו לידי סיום בהודעה מוקדמת בכתב של 3 חודשים במקרה של התפטרות ו- 6 חודשים במקרה של פיטורין בעת סיום העסקתו יהיה זכאי לתוספת פיצויי פיטורין בשיעור של חודש לכל שנת עבודה בגין התקופה בה החל לכהן כסמנכ"ל מבצעים

(4) עפר צברי

מר עפר צברי מכהן כסמנכ"ל מחשוב בחברה החל מיום 30 ביוני 2005 נכון ליום 1 במרץ 2015, עומדת משכורתו החודשית (ברוטו) של מר צברי על סך 64,393 ₪ ובנוסף הוא זכאי לתוספת חודשית בגין אחזקת רכב (במקום רכב שיועמד על חשבון החברה) בסך של 9,500 ₪ כמו כן, נקבע בהסכם ההעסקה של מר צברי כי ניתן להביאו לידי סיום בהודעה מוקדמת בכתב של 3 חודשים במקרה של התפטרות ו- 6 חודשים במקרה של פיטורין בעת סיום העסקתו יהיה זכאי לתוספת פיצויי פיטורין בשיעור של חודש לכל שנת עבודה

(5) עופר גת

מר עופר גת כיהן כסמנכ"ל מכירות עולמי בחברה החל מיום 1 בינואר 2011 מר גת סיים כהונתו ביום 28 בפברואר 2015 נכון למועד סיום כהונתו, עמדה משכורתו החודשית (ברוטו) של מר גת על סך 68,721 ₪ כמו כן, נקבע בהסכם ההעסקה של מר גת כי ניתן להביאו לידי סיום בהודעה מוקדמת בכתב של 3 חודשים במקרה של התפטרות ו- 6 חודשים במקרה של פיטורין (קרי ביום 2015 8 31) בעת סיום העסקתו יהיה זכאי לתוספת פיצויי פיטורין בשיעור של חודש לכל שנת עבודה

להלן פירוט התגמולים אשר ניתנו על ידי החברה לכל בעל עניין בתאגיד, אשר שולמו לו על ידי החברה או על ידי חברת בת, והוא אינו נמנה בטבלאות לעיל

ס"ב	תגמולים בעבור שירותים (במונחי עלות לחברה בש"ח)							פרטי מקבל התגמולים		
	אחר	עמלה	דמי ייעוץ	דמי ניהול	תשלום מבוטס מניות	מענק	שכר	שיעור החזקה בהון חברה	היקף המשרה	תפקיד
637,876				637,876				-	חלקית	יו"ר דירקטוריון

לפרטים בדבר תנאי ההתקשרות עם יו"ר הדירקטוריון ראו ביאור 27ה(2) לדוחות הכספיים בהסכם השירותים הינה עד ליום בו יחדל לכהן כיו"ר הדירקטוריון של החברה מכל סיבה שהיא כמו כן, הסכם השירותים ניתן לביטול בכל עת על ידי כל אחד מהצדדים, מכל סיבה שהיא, בהודעה מראש ובכתב של 90 ימים.

ביום 8 בינואר 2014 אישרה האסיפה הכללית של בעלי המניות של החברה את תיקון הסכם שירותי הניהול של יו"ר דירקטוריון החברה, מר עמיקם כהן, כמפורט בדוח זימון אסיפת בעלי מניות של החברה שפרסמה החברה ביום 2 בדצמבר 2013 (מס' אסמכתא 210969-01-2013)

סה"כ גמול הניתן לדירקטורים והוצאות נלוות, שאינם חורגים מהמקובל, אשר שולמו בגין שנת 2014 לדירקטורים של החברה (לא כולל דמי ניהול ליו"ר הדירקטוריון), לרבות שווי כרטיסי טיסה של החברה שמומשו על ידי כל הדירקטורים הזכאים בשנת הדוח, הינו כ- 1,678 אלפי ₪ לפרטים בדבר אישור האסיפה הכללית להענקת כרטיסי טיסה לדירקטורים ראו ביאור 34 ג(1)(ג) לדוחות הכספיים ליום 31 בדצמבר 2014

יצוין, כי דירקטוריון החברה בחן את הגמול ששולם לנושאי המשרה כמפורט בתקנה זו ומצא כי הגמול כאמור תואם את מדיניות התגמול

תקנה 21א': השליטה בתאגיד

בעלי השליטה בחברה, נכון למועד הדו"ח, כהגדרת מונח זה בסעיף 1 לחוק ניירות ערך, התשכ"ח-1968 (להלן "חוק ניירות ערך") הינם

(א) כנפיים אחזקות בע"מ

(ב) ה"ה דוד בורוביץ ותמר מוזס-בורוביץ, המחזיקים במניות כנפיים כמפורט בטבלה להלן, ואשר רשאים למנות את רוב חברי הדירקטוריון של כנפיים, וזאת על-פי הסכמי בעלי מניות בכנפיים

המפורטים להלן נחשבים אף הם לבעלי שליטה בכנפיים ה"ה ישראל בורוביץ⁷ (ה"ה דוד בורוביץ, תמר מוזס-בורוביץ וישראל בורוביץ יכוננו להלן במאוחד "יחיד קבוצת בורוביץ"), סופיה קימרלינג, כרמל אילן, דפנה ארנון וא ל נכסי תעופה בע"מ, וזאת מכוח היותם צד להסכמי בעלי מניות בכנפיים, כמפורט להלן

תיאור הבעלות בכנפיים - בעלת שליטה בחברה

למיטב ידיעת החברה ועל פי דיווחי כנפיים נכון ליום 19 במרץ 2015, ההחזקות במניות כנפיים הינן כדלקמן

7 ביום 4 בינואר 2015 נחתם הסכם למכירת מניות בין ישראל בורוביץ (בעצמו וכן באמצעות חברה בבעלותו המלאה, ישראל בורוביץ החזקות בע"מ) לתמר מוזס השקעות בע"מ (חברה בבעלותה המלאה של תמר מוזס בורוביץ) במסגרתו, בין היתר, העניק ישראל בורוביץ לתמר מוזס השקעות בע"מ אופציה לרכישת 792,291 מניות כנפיים שבעלותו, בכפוף לתנאים מסוימים שנקבעו בהסכם במסגרת הסכם זה העניק ישראל בורוביץ לתמר מוזס השקעות בע"מ ולתמר מוזס בורוביץ ייפוי כח בלתי חוזר להצביע בגין מניות האופציה לעיל עד למועד פקיעת האופציה (לכל המאוחר ביום 31 בדצמבר 2017) בהמשך לכך נמסר לכנפיים כי פועל יוצא מההסכם למכירת מניות כנפיים ומכירתן בפועל הינו פקיעת ההסכם הקודם בין בעלי המניות הרלוונטיים (דוד בורוביץ ותמר מוזס-בורוביץ מחד וישראל בורוביץ מאידך)

שיעור החזקה (בדילול מלא) ⁹		שיעור החזקה (ללא דילול) ¹⁰		מספר מניות כנפיים רגילות בנות 1.00 ע"ג כ"א מ"ע 543017	שם המחזיק
% הצבעה	% הון	% הצבעה	% הון		
11 98	11 89	12 41	12 31	1,969,659 90	בורוביץ דוד ¹⁰
20 28	20 12	21 00	20 84	3,334,000 30	בורוביץ תמר ¹¹
4 82	4 78	4 99	4 95	792,293	בורוביץ ישראל ¹²
6 52	6 47	6 76	6 70	1,072,682 05	אילן כרמל ¹³
5 01	4 97	5 19	5 15	823,916 70	ארנון דפנה ¹⁴
5 76	5 71	5 96	5 92	946,544	קימרלינג סופיה
4 50	4 46	4 66	4 62	739,311 90	א ל נכסי תעופה בע"מ ¹⁵
18 28	18 14	18 94	18 79	3,006,624	The Zabludowicz Trust ¹⁶
4 87	4 83	5.04	5 00	800,000	ארנון סאקי
--	0 77	--	0 80	128,353	כנפיים אחזקות בע"מ

להלן ההסכמים הקיימים, למיטב ידיעת החברה, בין בעלי המניות בכנפיים ביחס להפעלת זכויותיהם מכוח החזקותיהם בכנפיים, נכון לסמוך למועד פרסום הדו"ח

הסכם בעלי מניות בכנפיים

8 יוצין כי ההבדל בין השיעור בהון לשיעור בהצבעה נובע מקיומן של 128,353 מניות רדומות המוחזקות ע"י כנפיים

9 שיעורי ההחזקה בהון ובכוח ההצבעה (בדילול מלא) בטבלאות לעיל, הינם בהנחה תיאורטית של הקצאת מניה רגילה אחת בגין כל כתב אופציה שהוענק לנושאי משרה בכנפיים, אולם בפועל, ככל שימומשו כתבי האופציה, הקצאת המניות תהא בכמות המשקפת את סכום ההטבה הגלום בכתבי האופציה (מימוש על בסיס "מוזמן בלבד"), בהתאם לתנאי תכנית ההקצאה לפיה הוקצו להסרת ספק, שיעורי החזקה של ישראל בורוביץ ותמר מוזס-בורוביץ בדילול מלא אינם לוקחים בחשבון מימוש אופצית הרכש שישראל בורוביץ העניק לתמר מוזס-בורוביץ כאמור בה"ש 7 לעיל, אשר אינה משפיעה על סך ההון המונפק של כנפיים

10 המחזיק מסר, כי הוא מחזיק בניירות הערך באמצעות בי אמ גיי (בורוביץ מוזס גרופ) בע"מ, חברה בבעלותו המלאה, למעט מניה אחת המוחזקת על ידו במישרין המחזיק הינו אחיו של פרופ' ישראל בורוביץ ובעלה של הגב' תמר בורוביץ

11 המחזיקה מסרה, כי היא מחזיקה בניירות הערך באמצעות תמר מוזס השקעות בע"מ, חברה בבעלותה המלאה המחזיקה הינה רעייתו של מר דוד בורוביץ וגיסתו של פרופ' ישראל בורוביץ בנוסף, תמר מוזס השקעות בע"מ ותמר מוזס בורוביץ קיבלו ייפוי כח בלתי חוזר מאת ישראל בורוביץ להצביע בגין 792,291 מניות לגביהן ניתנה על ידו לתמר מוזס השקעות בע"מ אופציה לרכישתן וזאת עד למועד פקיעת האופציה (לכל המאוחר ביום 31 בדצמבר 2017) – לפרטים נוספים ראו ה"ש 7 לעיל למען הסר ספק, מניות האופציה האמורות אינן כלולות בכמות המניות של המחזיקה המוצגות בטבלה שלעיל

12 המחזיק מסר, כי הוא מחזיק בניירות הערך הן במישרין והן באמצעות ישראל בורוביץ החזקות בע"מ, חברה בבעלותו המלאה המחזיק הינו אחיו של מר דוד בורוביץ וגיס לגב' תמר בורוביץ המחזיק העניק לתמר מוזס השקעות בע"מ (חברה בבעלותה המלאה של תמר מוזס בורוביץ) ולתמר מוזס בורוביץ ייפוי כח בלתי חוזר להצביע בגין 792,291 מניות לגביהן ניתנה על ידו לתמר מוזס השקעות בע"מ אופציה לרכישתן וזאת עד למועד פקיעת האופציה (לכל המאוחר ביום 31 בדצמבר 2017) – לפרטים נוספים ראו ה"ש 7 לעיל

13 המחזיקה הינה אשתו של ערן אילן, דירקטור בכנפיים, ואחותה של ארנון דפנה המחזיקה מסרה כי הינה מחזיקה בניירות הערך הן במישרין והן באמצעות חברת כרמל אילן אחזקות בכנפיים בע"מ, חברה בבעלותה המלאה

14 המחזיקה הינה אחותה של כרמל אילן וגיסתו של מר ערן אילן, דירקטור בכנפיים המחזיקה מסרה כי הינה מחזיקה בניירות הערך הן במישרין והן באמצעות חברת דפנה ארנון אחזקות בכנפיים בע"מ, חברה בבעלותה המלאה

15 המחזיקה מסרה כי הינה חברה פרטית אשר הונה המונפק מוחזק בחלקים שווים על-ידי נכסי לויים בע"מ, חברה בשליטתם ובעלותם המלאה של עו"ד יהודה (יודי) לוי, המכהן כדירקטור בכנפיים ובחברה, ורעייתו, ועל-ידי Miella Venture Partners, Inc, חברה בבעלות מלאה של נאמנות זרה שמוטביה הינם בני משפחת אפי ארזי

16 המחזיקה מסרה כי The Zabludowicz Trust הינה נאמנות הרשומה בליכטנשטיין (מס' נאמנות 4 506 639-FL-0001), אשר מר פוי ובלדוביץ' הינו ההנה העיקרי שלה, The Zabludowicz Trust מחזיקה במניות כנפיים באמצעות טמרס אחזקות כנפיים בע"מ, חברה בבעלות מלאה של חברת טמרס ישראל השקעות בע"מ, אשר הינה חברה בבעלות מלאה (באופן עקיף) של The Zabludowicz Trust

על-פי הסכם בעלי מניות מיום 22 11 1993 (כפי שתוקן ביום 27 5 2004), אשר הצדדים לו נכון למועד דו"ח זה הינם יחיד קבוצת בורוביץ, הגב' סופיה קימרלינג (להלן בסעיף זה "קימרלינג"), ילדיו של מר דוד בורוביץ (מר אמיר בורוביץ, מר נמרוד בורוביץ והגב' מיה בורוביץ)¹⁷ וכן בנותיו של מר יגאל ארנון (הגב' כרמל אילן והגב' דפנה ארנון) (שתיהן יכונן להלן יחדיו "יחיד ארנון"), הוסכם כי הצדדים יפעילו את כוח ההצבעה שלהם בכפפים על מנת שבכל עת ימונו לדירקטוריון כנפיים שמונה דירקטורים שיומלצו על-ידי הצדדים בהתאם לרשימה שתיקבע על-ידם, כמפורט להלן¹⁸ כן כולל ההסכם הוראות בדבר זכות סירוב ראשונה ומינוי יו"ר דירקטוריון ומנכ"ל, כמפורט להלן (להלן בסעיף זה "הסכם בעלי המניות")

מינוי דירקטורים

רשימה זו תגובש על ידי הצדדים להסכם בעלי המניות, כמפורט להלן

- (1) יחיד קבוצת בורוביץ יהיו זכאים לכלול שישה (6) דירקטורים ברשימה,
- (2) יחיד ארנון וקימרלינג, כל אחד מהם, יהא זכאי לכלול דירקטור אחד ברשימה,
- (3) בהקשר זה הוסכם, כי במידה והחזקותיה של קימרלינג פחתו אל מתחת לשיעור של 5% מהון המניות המונפק והנפרע של כנפיים, תהא ליחיד קבוצת בורוביץ הזכות לדרוש בהודעה בכתב לקימרלינג את ביטול זכותה לכהונת דירקטור או למינוי דירקטור במקרה כאמור בו ניתנה הודעה מצד יחיד קבוצת בורוביץ תתפטר קימרלינג (או הדירקטור אשר מונה על-ידה) והזכאות למנות דירקטור במקום זה אשר פוטר כאמור, תועבר ליחיד קבוצת בורוביץ התפטר קימרלינג מדירקטוריון כנפיים כתוצאה מדרישת בורוביץ, אזי קימרלינג לא תהיה מחויבת להפעיל את זכות ההצבעה שלה בנוגע למינוי דירקטורים בכנפיים מטעם יתר הצדדים להסכם בעלי המניות, כאמור לעיל כמו כן, התפטר קימרלינג מדירקטוריון כנפיים כתוצאה מדרישת יחיד קבוצת בורוביץ, כאמור לעיל, אזי לא תחול עליה זכות הסירוב הראשונה כלפי יחיד קבוצת בורוביץ, המפורטת להלן
- (4) פחתו החזקותיהם של יחיד ארנון (יחדיו) אל מתחת לשיעור של 5% ממניות כנפיים, תתבטל זכאותם למינוי דירקטור לדירקטוריון כנפיים וזכאותם למינוי דירקטור כאמור תועבר לקבוצת בורוביץ
- (5) הצדדים יצביעו יחד כנגד פיטורי דירקטור שמונה על-פי ההסכם, אלא אם כן ביקש הצד שהכניסו לרשימה לפטרו ביקש צד שמינה דירקטור שפוטר למנות דירקטור אחר במקומו, יפעילו הצדדים את כוח הצבעתם על מנת לבצע מינוי כאמור

מינוי יו"ר ומנכ"ל

בכפוף לכל דין, הצדדים להסכם יפעלו באופן שליו"ר דירקטוריון כנפיים וכן למנכ"ל כנפיים ימונה אדם אשר הומלץ לתפקיד זה על-ידי יחיד קבוצת בורוביץ

¹⁷ נכון למועד הדו"ח ולמיטב ידיעת החברה, ילדיו של מר דוד בורוביץ אינם בעלי מניות בכנפיים
¹⁸ יצוין כי על-פי תקנון ההתאגדות של כנפיים, דירקטוריון כנפיים יכול לא פחות מ- 3 דירקטורים ולא יותר מ- 14 נכון לתאריך פרסום הדו"ח מכאנים בדירקטוריון כנפיים 12 דירקטורים הכוללים שני דירקטורים חיצוניים

זכות סירוב ראשונה

יחיד ארנון ואו קימרלינג העניקו לקבוצת בורוביץ זכות סירוב ראשונה לרכוש מהם את מניותיהם בכנפיים אם וכאשר יפחת שיעור ההחזקה של כל אחד מהם אל מתחת ל- 5% מהון המניות המונפק והנפרע של כנפיים זכות הסירוב הראשונה כאמור לא תחול על העברה או מכירה של מניות על-ידי יחיד ארנון ואו קימרלינג ל"נעבר מורשה" אשר הנו בן/בת זוגו הנשוי לצד להסכם ואו ילדיו הבגירים (להלן "נעבר מורשה"), ובלבד שנעבר מורשה כאמור ימסור את אישורו להתחייבויות המעביר על-פי ההסכם

הסכם בין BMG לתמר מוזס-בורוביץ

למיטב ידיעת החברה, בהסכם שנחתם בין BMG ודוד בורוביץ מחד, ותמר מוזס-בורוביץ, מאידך, מינוי הדירקטורים בכנפיים שבורוביץ-מוזס זכאים למנות מעת לעת (לפי הסכם בעלי המניות כאמור לעיל), מתבצע על-פי הסדר ביניהם, הכולל גם הוראות לעניין זכות סירוב ראשונה וזכות הצטרפות

הסכם בין משפחת בורוביץ לבין א.ל. נכסי תעופה בע"מ

למיטב ידיעת החברה, בהסכם נפרד שנחתם בין יחיד קבוצת בורוביץ ו- BMG לבין א ל נכסי תעופה בע"מ (להלן בסעיף זה "נכסי תעופה") התחייבו הצדדים, כי הם יצביעו באסיפה הכללית של כנפיים על מינוי/החלפה של דירקטור אחד מטעם נכסי תעופה לדירקטוריון כנפיים, כמו גם לדירקטוריון של כל אחת מהחברות שבשליטת כנפיים, וזאת כל עוד מחזיקה נכסי תעופה 4% או יותר מהון המניות המונפק והמצביע של כנפיים מנגד, וכל עוד עומדת לה זכות המינוי כאמור, התחייבה נכסי תעופה לתמוך באסיפות הכלליות של כנפיים בבחירתם של דירקטורים שימונו על-ידי יחיד קבוצת בורוביץ

תקנה 22: עסקאות עם בעלי שליטה

לפירוט, למיטב ידיעת החברה, בדבר עסקאות עם בעלי שליטה או שלבעל השליטה יש עניין אישי באישורן, אשר החברה התקשרה בהן בשנת הדיווח או עד למועד הגשת הדוח או שהן עדיין בתוקף במועד הדוח ראו ביאור 34 לדוחות הכספיים של החברה ליום 31 בדצמבר 2014.

תקנה 24: החזקות בעלי עניין ונושאי משרה בכירה

החזקות בעלי עניין בחברה במניות וני"ע אחרים של החברה ושל חברות מוחזקות של החברה שפעילותן מהותית לפעילות החברה, בתאריך 19 במרץ 2015

שם בעל העניין	נייר הערך	כמות	שיעור ההחזקה (%)	
			הון	הצבעה
כנפיים אחזקות בע"מ ¹⁹	מניה רגילה	179,965,964	36 3	36 3
פנחס גינזבורג ²⁰	מניה רגילה	48,346,728	9 75	9 75
א.ל. נכסי תעופה בע"מ ²¹	מניה רגילה	10,481,769	2 11	2 11

¹⁹ אל על קיבלה ביום 22/12/2004 אישור מאת המחזיק במניית המדינה המיוחדת על פיו מסכים המחזיק כי כנפיים תחזיק למעלה מ 40% מהון המניות המונפק של החברה ובשיעור המקנה לה שליטה בחברה

²⁰ פנחס גינזבורג (המכהן כדירקטור בחברה) וחברת י הלל ושות' בע"מ ("י הלל"), אשר בבעלותו המלאה, קיבלו אישור מאת המחזיק במניית המדינה המיוחדת ביום 3 בספטמבר 2006, על פיו מסכים המחזיק כי יחידים בני משפחת פנחס גינזבורג וי הלל יחזיקו ביחד במניות החברה בשיעור כולל הנמוך מ- 15% מהון המניות המונפק של החברה יצוין כי לפנחס גינזבורג עניין אישי, במישרין ובעקיפין, בעסקאות שונות שמבצעת החברה ואו חברות קשורות אליה, כמפורט בביאור 34 לדוחות הכספיים ליום 31 בדצמבר 2014

²¹ א ל נכסי תעופה בע"מ מסרה כי הינה חברה פרטית אשר הונה המונפק מוחזק בחלקים שווים, כאמור בהערת שוליים 15 לעיל

תמ"מ מוזס בורוביץ ²²	מניה רגילה	1,844,951	0 37	0 37
קבוצת דלק / הפניקס/ אקסלנס ²³	מניה רגילה	32,586,916	6 57	6 57

כמו כן, מדינת ישראל מחזיקה במניית מדינה מיוחדת, בהתאם לתשקיף החברה מחודש מאי, 2003 למיטב ידיעת החברה ועל פי המידע שנמסר לה, מחזיקה מדינת ישראל גם בכ- 1.1% מהון המניות של החברה

החזקות נושאי משרה בכירה במניות וני"ע אחרים של החברה, חברת בת או חברה קשורה, בתאריך 19 במרץ 2015 אין

תקנה 24א: הון רשום, הון מונפק וניירות ערך המורים של התאגיד נכון ליום 19 במרץ 2015

סוג מניה	מניה רגילה
ההון הרשום	1,000,000,001 (כולל מניית מדינה מיוחדת)
ההון המונפק	495,719,135
מספר ני"ע	1087824
סוג מניה	מניית מדינה מיוחדת
ההון הרשום	1
ההון המונפק	1

ניירות ערך המורים

נכון ליום 19 במרץ 2015, אין בחברה ניירות ערך המורים לפרטים אודות תכניות אופציות קודמות למנהלים בחברה ראו ביאור 27 לדוחות הכספיים

תקנה 24ב': מרשם בעלי מניות

מרשם בעלי מניות						
מניות העלות מס' ני"ע 1087824						
המחזיק	מספר זיהוי	כתובת	כמות ע.נ.	מועד הקצאה	מספר סידורי	עד מספר סידורי
מדינת ישראל	-----	משרד האוצר, ירושלים	1			מניית מדינה מיוחדת
חברה לרישומים של בנק הפועלים בע"מ	513056603	יהודה הלוי 62, תל אביב	495,706,357	החל מינואר 2005		מוחזק באמצעות תעודות מניה מפוצלות רבות

²² הגב' תמר מוזס בורוביץ הינה סגנית יו"ר דירקטוריון החברה ומחזיקה במניות באמצעות תמר מוזס השקעות בע"מ כאמור בהערת שוליים 11 לעיל

²³ קבוצת דלק קיבלה אישור של מחזיק מניית המדינה המיוחדת ביום 10 במרץ 2010 על פיו מסכים המחזיק כי קבוצת דלק תחזיק, במישרין ובאמצעות תאגידים בשליטתה, במניות החברה בשיעור כולל של יותר מ- 5% (אך פחות מ- 15%) מהון המניות של החברה

מחשבים בעלי מניות מניות רגילות - מס' נייה"ל 1087824						
המחזיק	מספר זיהוי	כתובת	כמות ע.נ.	מועד הקצאה	ממספר סידורי	עד מספר סידורי
עדן שהרבני	324978832	מאיר שפיה 2 פתח תקווה	980	26 11 2003	31,999,021	32,000,000
דוד נוימן	008332884	דוד שמעוני 14, ירושלים	100	1 08 2003	31,998,921	31,999,020
נתן פנצר	008037392	ת ד 4241 חיפה 31042	250	1 07 2004	395,717,678	395,717,927
אברהם ברקוביץ	7675838	ברסימנטוב 123, יהוד	77	11 07 2004	395,717,601	395,717,677
ברלב יהודה	064837123	יהודה לייב הלוי ברסקי 6א תל אביב	100	5 07 2006	399,458,971	399,459,020
				14 05 2007	399,459,021	399,459,070
סביון טל	35506499	הגאולים 44, זכרון יעקב	9,070	4 11 2004	395,708,531	395,717,600
יצחק פחטר - ITZAK PACHTER	003730165	555 Lake View Drive, Miami Beach Florida 33140 USA	1,100	1 03 2005	31,997,821	31,998,920
בטיה ספן - BATIA SEPIN	003730173	1884 Galleon, Treasure Island, North Bay Village FLORIDA 33141 USA	1,100	1 03 2005	31,996,721	31,997,820

תקנה 25א: מען רשום

המען הרשום ת ד 41, נתבי"ג 7015001
דוא"ל corporate@elal.co.il
טלפון 03-9716720
פקס 03-9717334

שם	עמיקם כהן
מספר תעודת זיהוי	005265855
תאריך לידה	08/06/1948
מען להמצאת כתבי דין	משרד ראשי, נמל התעופה בן גוריון
נתינות	ישראלית
חברות בועדות הדירקטוריון	ועדת ביטחון – יו"ר, ועדת כוח אדם – יו"ר, ועדת קשרי ממשל ורגולציה – יו"ר, ועדת ממשל תאגידי – יו"ר, ועדת אקזקוטיבה
בעל מיומנות חשבונאית פיננסית	לא
דירקטור חיצוני / דירקטור בלתי תלוי	לא
האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין	לא
התאריך שבו החל כהונתו כדירקטור	30/12/2008
השכלתו והתעסקותו בחמש השנים האחרונות	תואר BA בהנדסת תעשייה וניהול, אוניברסיטת בן גוריון מנכ"ל פרטנר, מנכ"ל Hutchison Water ממך – מסופי מטען וניטול בע"מ, גני עמיעד בע"מ
פרוט התאגידים שבהם הוא משמש דירקטור	
האם הוא בן משפחה של בעל עניין אחר בחברה	לא

שם	תמר מוזס בורוביץ – סגן יו"ר הדירקטוריון
מספר תעודת זיהוי	056400997
תאריך לידה	11/03/1960
מען להמצאת כתבי דין	ראול וולנברג 2, רמת החייל, תל אביב 69719
נתינות	ישראלית
חברות בועדות הדירקטוריון	ועדת קשרי ממשל ורגולציה, ועדת כוח אדם, ועדת ניהול סיכונים שוק, ועדת אקזקוטיבה
בעל מיומנות חשבונאית פיננסית	לא
דירקטור חיצוני / דירקטור בלתי תלוי	לא
האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין	מנכ"ל תמר מוזס השקעות בע"מ, חברה בבעלותה המלאה של הדירקטורית, המחזיקה במניות כנפיים והחברה
התאריך שבו החל כהונתו כדירקטור	06/01/2005
השכלתו והתעסקותו בחמש השנים האחרונות	סיימה לימודי תואר שני במנהל עסקים, אוניברסיטת תל אביב בוגר מדעי המדינה, אוניברסיטת בר אילן מנכ"ל תמר מוזס השקעות בע"מ מנכ"ל מפל תקשורת בע"מ
פרוט התאגידים שבהם הוא משמש דירקטור	כנפיים אחזקות בע"מ, גלובל כנפיים ליסינג בע"מ, יו"ר דירקטוריון דורי מדיה גרופ בע"מ, מפל תקשורת בע"מ, תמר מוזס השקעות בע"מ, יריב מ ב נכסים בע"מ, נעה מ ב תקשורת בע"מ, Communica TV בע"מ, דורי מדיה דרסט בע"מ, Travelist בע"מ, דורי

מדיה פארן בע"מ, דורי ניו מדיה בע"מ, מפל - ל ד י
בע"מ, מפל - עדן טלנובלות בע"מ, מפל מותגים -
בי אם איי בע"מ, נעה ויריב אחזקות בע"מ, סי טי וי
מדיה ישראל בע"מ, ב אם איי - ברנד מנג'מנט
אינטרנשיונל בע"מ, סאן דור נתיבי אויר בינלאומיים
בע"מ

כן אשתו של מר דוד בורוביץ, מבעלי השליטה
בכנפיים

האם הוא בן משפחה של בעל עניין אחר
בחברה

יהודה לוי – סגן יו"ר הדירקטוריון

046201323

10/06/1945

רחוב יגאל אלון 98, תל אביב 67891, אצל גולדפרב
זליגמן ושות'

ישראלית

ועדת ניהול סיכוני שוק, ועדת קשרי ממשל ורגולציה,
ועדת ביטחון, ועדת כוח אדם, ועדת ממשל תאגידי,
ועדת אקזקוטיבה

לא

לא

לא

שם

מספר תעודת זיהוי

תאריך לידה

מען להמצאת כתבי בית דין

נתינות

חברות בועדות הדירקטוריון

בעל מיומנות חשבונאית פיננסית

דירקטור חיצוני / דירקטור בלתי תלוי

האם עובד של החברה, של חברת בת,

חברה קשורה או של בעל עניין

28/01/2008

בוגר הפקולטה למשפטים של האוניברסיטה העברית
וחבר לשכת עורכי הדין בישראל ולשכת עורכי הדין
בניו יורק שותף מנהל של משרד עורכי דין גולדפרב
זליגמן ושות'

דירקטור בכנפיים אחזקות בע"מ (כיהן כיו"ר
דירקטוריון עד ינואר 2013), דירקטור - דורי מדיה
גרופ בע"מ, ממן מסופי מטען וניטול בע"מ, אל נכסי
תעופה בע"מ, נכסי לויים בע"מ, The Shalem
Foundation, מרכז אקדמי שלם

לא

התאריך שבו החל כהונתו כדירקטור

השכלתו והתעסקותו בחמש השנים
האחרונות

פרוט התאגידים שבהם הוא משמש
דירקטור

האם הוא בן משפחה של בעל עניין אחר

בחברה

פרופ' יהושע (שוקי) שמר

005360029

07/12/1947

שד' הפרחים 16, רעות

ישראלית

ועדת כספים ותקציב, ועדת מאזן - יו"ר, ועדת ביקורת
- יו"ר, ועדה לניהול סיכוני שוק, ועדת ביטחון, ועדת
תגמול - יו"ר

בעל מיומנות חשבונאית פיננסית

ד-13

שם

מספר תעודת זיהוי

תאריך לידה

מען להמצאת כתבי בית דין

נתינות

חברות בועדות הדירקטוריון

בעל מיומנות חשבונאית פיננסית

דירקטור חיצוני / דירקטור בלתי תלוי האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין התאריך שבו החל כהונתו כדירקטור השכלתו והתעסקותו בחמש השנים האחרונות	דירקטור חיצוני לא 19/11/2008 בעל תואר מומחה לרפואה פנימית וכן בעל תואר מומחה במינהל רפואי מטעם משרד הבריאות

פירוט התאגידים שבהם הוא משמש כדירקטור האם הוא בן משפחה של בעל עניין אחר בחברה	יו"ר דירקטוריון אסותא מרכזים רפואיים בע"מ וחברות הבת שלה, דירקטור בחברות הבאות מכבי-דנט בע"מ, מכבי אחזקות בע"מ, בית בלב בע"מ, קומפיוגן בע"מ חבר הנהלה במכבי שירותי בריאות לא

שם מספר תעודת זיהוי תאריך לידה מען להמצאת כתבי בית דין נתינות חברות בועדות הדירקטוריון בעל מיומנות חשבונאית פיננסית דירקטור חיצוני / דירקטור בלתי תלוי האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין התאריך שבו החל כהונתו כדירקטור השכלתו והתעסקותו בחמש השנים האחרונות פרוט התאגידים שבהם הוא משמש דירקטור האם הוא בן משפחה של בעל עניין אחר בחברה	פנחס גינזבורג 054189451 02/01/1957 רח' מוטה גור 12, גבעת שמואל ישראלית, גרמנית ועדת ניהול סיכוני שוק, ועדת כספים ותקציב, ועדת מאזן, ועדת אקזקוטיבה בעל מיומנות חשבונאית פיננסית לא מנכ"ל י הלל ושות' בע"מ, שהינה חלק מקבוצת פנחס גינזבורג, שהינה בעלת עניין בחברה מכח אחזקותיה 24/06/2009 בוגר כלכלה וראיית חשבון, אוניברסיטת תל אביב, מנכ"ל י הלל ושות' בע"מ – סוכנות נסיעות ונציגות חברות תעופה זרות בישראל ומנכ"ל ווסט איסט נציגות חברות תעופה בע"מ י הלל ושות' בע"מ - יו"ר דירקטוריון, ווסט איסט נציגות חברות תעופה בע"מ, פריבילג תיירות בע"מ, מדיטרד ירושלים (1994) בע"מ, תור אויר (ישראל) בע"מ לא

שם מספר תעודת זיהוי תאריך לידה מען להמצאת כתבי בית דין נתינות חברות בועדות הדירקטוריון בעל מיומנות חשבונאית פיננסית	שלמה חנאל 064516271 10/01/1950 בית איילון, דרך אבא הלל 12, רמת גן ישראלית ועדת קשרי ממשל ורגולציה, ועדת ניהול סיכוני שוק, ועדת כספים ותקציב, ועדת ביטחון לא

לא	דירקטור חיצוני / דירקטור בלתי תלוי
האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין	האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין
התאריך שבו החל כהונתו כדירקטור	התאריך שבו החל כהונתו כדירקטור
השכלתו והתעסקותו בחמש השנים האחרונות	השכלתו והתעסקותו בחמש השנים האחרונות
פרוט התאגידים שבהם הוא משמש דירקטור	פרוט התאגידים שבהם הוא משמש דירקטור
לא	האם הוא בן משפחה של בעל עניין אחר בחברה

יו"ר דירקטוריון כנפיים אחזקות בע"מ (החל מינואר 2013), בעלת השליטה בחברה
24/06/2009
בוגר הנדסה אווירונאוטית, טכניון, מוסמך במנהל עסקים, אוניברסיטת תל-אביב
מנכ"ל כנפיים אחזקות בע"מ (עד אוקטובר 2012)
כנפיים אחזקות בע"מ, QAS ישראל בע"מ, גלובל כנפיים ליסינג בע"מ - יו"ר דירקטוריון, כנפי תחזוקה בע"מ - יו"ר דירקטוריון

שם	סופיה קימרלינג
מספר תעודת זיהוי	71511174
תאריך לידה	01/05/1951
מען להמצאת כתבי בית דין נתינות	ת ד 3050, הרצליה 46130 ישראלית
חברות בועדות הדירקטוריון	ועדת ממשל תאגידי
בעל מיומנות חשבונאית פיננסית	לא
דירקטור חיצוני / דירקטור בלתי תלוי	לא
האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין	לא
התאריך שבו החל כהונתו כדירקטור	19/01/2011
השכלתו והתעסקותו בחמש השנים האחרונות	תואר במינהל עסקים יזמות (אוגוסט 2006 - היום) מנהלת רכש בנשינל סמיקונדוקטור - WINBOND ישראל (עד אוגוסט 2006)
פרוט התאגידים שבהם הוא משמש דירקטור	כנפיים אחזקות בע"מ, סאן דור נתיבי אויר בינלאומיים בע"מ, תמ"מ תעשיות מזון מטוסים בע"מ
האם הוא בן משפחה של בעל עניין אחר בחברה	לא

שם	רות דהן (פורטנוי)
מספר תעודת זיהוי	024807927
תאריך לידה	1/2/1970
מען להמצאת כתבי בית דין נתינות	רח' ארלוזורוב 26, גבעתיים ישראלית
חברות בועדות הדירקטוריון	ועדת ביקורת, ועדת תגמול, ועדת מאזן, ועדת כספים ותקציב - יו"ר, ועדת ניהול סיכונים שוק
בעל מיומנות חשבונאית פיננסית	בעלת מיומנות חשבונאית פיננסית
דירקטור חיצוני / דירקטור בלתי תלוי	דירקטור בלתי תלוי
האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין	לא
התאריך שבו החל כהונתו כדירקטור	31 12 2013
השכלתו והתעסקותו בחמש השנים האחרונות	בוגרת MBA התמחות במימון וחשבונאות, האוניברסיטה העברית ירושלים, בוגרת BA בכלכלה,

האוניברסיטה העברית ירושלים מייסדת ומנהלת
חברת TMF – Tailor Made Finance,
סמנכ"ל בחברת Standard & Poor's Maalot (החל
משנת 2003 ועד אפריל 2013)

פרוט התאגידים שבהם הוא משמש קבוצת א דורי בע"מ, אסותא מרכזים רפואיים בע"מ
דירקטור
האם הוא בן משפחה של בעל עניין אחר לא
בחברה

שם מספר תעודת זיהוי תאריך לידה מען להמצאת כתבי בית דין נתינות חברות בועדות הדירקטוריון בעל מיומנות חשבונאית פיננסית דירקטור חיצוני / דירקטור בלתי תלוי האם עובד של החברה, של חברת בת, חברה קשורה או של בעל עניין התאריך שבו החל כהונתו כדירקטור השכלתו והתעסקותו בחמש השנים האחרונות	אייל חיימובסקי 027425800 29/05/1974 אחד העם 22, ירושלים ישראלית ועדת ביקורת, ועדת מאזן, ועדת תגמול, ועדת כספים ותקציב, ועדת ממשל תאגידי בעל מיומנות חשבונאית פיננסית דירקטור חיצוני 18 2 2015 מוסמך במינהל עסקים (M A) אוניברסיטת דרבי, בוגר במינהל עסקים (B Ac) צ'מפליין קולג', הנדסאות בניין המכללה למינהל מנהל לשכת ראש הממשלה (2012-2014), סמנכ"ל יזמות ובנייה של התאחדות בוני הארץ (2011-2012), סמנכ"ל פיתוח עסקי שיווק וקשרי חוץ של הרשות לפיתוח ירושלים (2007-2011) פרוט התאגידים שבהם הוא משמש אין דירקטור האם הוא בן משפחה של בעל עניין אחר לא בחברה

תקנה 26א': נושאי משרה בכירה של התאגיד

דוד מימון:
ת ז 056491616
תאריך לידה 08/07/1960
תפקיד המנהל הכללי
השכלה מוסמך מינהל עסקים - אוניברסיטת דרבי בריטניה, ובוגר מדעי המדינה - אוניברסיטת
בר אילן
ניסיון עסקי בחמש השנים האחרונות סמנכ"ל מכירות ולקוחות בחברה (עד דצמבר 2010),
סמנכ"ל מסחר וקשרים תעופתיים (עד ינואר 2014)
ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה יו"ר דירקטוריון
סאן דור נתיבי אויר בינלאומיים בע"מ

בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 20/03/2014

עפר צברי:

ת ז 055336168
תאריך לידה 03/07/1958
תפקיד סמנכ"ל מחשב
השכלה מוסמך במדעי המחשב - אוניברסיטת תל אביב, בוגר מתמטיקה ומדעי המחשב -
אוניברסיטת תל אביב
ניסיון עסקי בחמש השנים האחרונות סמנכ"ל מחשב
אינו ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה
בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 30/06/2005

בנימין ליבנה:

ת ז 06466460
תאריך לידה 03/05/1946
תפקיד סמנכ"ל מבצעים
השכלה בוגר מתמטיקה - אוניברסיטת בן גוריון, בוגר כלכלה ומינהל עסקים - אוניברסיטת בר
אילן, בוגר משפטים - המכללה למינהל, מוסמך משפטים - אוניברסיטת בר אילן
ניסיון עסקי בחמש השנים האחרונות קברניט/מאמן/בוחן צי מטוסי 747-400 באל על (החל
משנת 1989)
אינו ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה
בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 01/05/2010

יהודית גריסרו:

ת ז 057895385
תאריך לידה 28/9/1962
תפקיד סמנכ"ל שירות ולקוחות
השכלה מוסמך - מנהל עסקים (EMBA), אוניברסיטת תל אביב, בוגר - מדעי החברה,
אוניברסיטת תל אביב
ניסיון עסקי בחמש השנים האחרונות ראש אגף שירות בטיסה באל על (2009-2010), צה"ל -
סיימה בדרגת תת אלוף, בתפקיד יועצת הרמטכ"ל לענייני נשים (1981-2009)
אינה ממלאת תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה
בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 01/01/2011

שלום זהבי:

ת ז 008117434
תאריך לידה 30/12/1947
תפקיד סמנכ"ל מסחר וקשרים תעופתיים
השכלה בוגר - מנהל עסקים ושיווק, State University of New York
ניסיון עסקי בחמש השנים האחרונות ראש אגף מטענים באל על (2009-2010), סמנכ"ל מטענים
(2011-2014)

ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה דירקטור בחברת איירתור
בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 28/07/2014

עומר שלו:

ת ז 023761653

תאריך לידה 07/07/1968

תפקיד היועץ המשפטי ומזכיר החברה והממונה על האכיפה הפנימית בחברה השכלה בוגר משפטים באוניברסיטת תל אביב, בעל רישיון עו"ד ניסיון עסקי בחמש השנים האחרונות סמנכ"ל, מזכיר החברה והיועץ המשפטי בכנפיים אחזקות בע"מ ובארקיע קוי תעופה ישראלים בע"מ (עד שנת 2006) בנוסף למינויו כיועץ המשפטי ומזכיר החברה והממונה על האכיפה הפנימית של החברה, משמש כיועץ המשפטי והממונה על האכיפה של חברות הבת של החברה מעבר לכך אינו ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 15/11/2006

גיל בר:

ת ז 028913051

תאריך לידה 10/01/1972

תפקיד מבקר החברה

השכלה בוגר מנהל עסקים וחשבונאות במכללה למנהל, מוסמך בהצטיינות בביקורת פנים ומנהל ציבורי באוניברסיטת בר אילן רואה חשבון, מבקר פנים מוסמך ארה"ב (CIA) ומנהל סיכונים ובקורות מערכות מידע מוסמך ארה"ב (CRISC) ניסיון עסקי בחמש השנים האחרונות בחמש השנים האחרונות מבקר הפנים של החברה וחברות הבת קודם לתפקידו, היה שותף, מנהל מחלקת סיכונים עסקיים במשרד רואי חשבון קוסט פורר גבאי את קסירר - Ernst & Young Israel (2001-2009) מרצה במסלול האקדמי של המכללה למינהל מרצה בקריה האקדמית אונו ומעביר סדנאות בתחומי ניהול סיכונים וביקורת פנימית חבר ועדת ביקורת בארגון איל"ן בנוסף למינויו כמבקר הפנים של החברה, משמש כמבקר הפנים של חברות הבת של החברה מעבר לכך אינו ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא
תאריך תחילת כהונה 01/06/2009

דגנית פלטי:

ת ז 057696551

תאריך לידה 11/6/1962

תפקיד סמנכ"ל כספים

השכלה רואת חשבון בוגר - כלכלה וחשבונאות, אוניברסיטת תל אביב מוסמך - מנהל עסקים, אוניברסיטת תל אביב ניסיון עסקי בחמש השנים האחרונות סמנכ"ל כספים בגרנית הכרמל השקעות בע"מ בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא אינה ממלאת תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה
תאריך תחילת כהונה 20/3/2014

חנן מטסרו:

ת ז 058493867

תאריך לידה 01/01/1964

תפקיד סמנכ"ל משאבי אנוש ומינהל

השכלה בוגר - מדעי המדינה, אוניברסיטת בר אילן מוסמך - מדעי המדינה, אוניברסיטת חיפה
ניסיון עסקי בחמש השנים האחרונות ראש אגף תחנת ישראל בחברה (2009-2014)
ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה יו"ר דירקטוריון
חברת כתית בע"מ

בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא

תאריך תחילת כהונה 01/05/2014

יוסף ברזני:

ת ז 057938367

תאריך לידה 06/01/1963

תפקיד. סמנכ"ל תחזוקה והנדסה

השכלה בוגר - מדעי החברה, האוניברסיטה העברית לימודי מוסמך במנהל עסקים - מרכז
האקדמי פרס

ניסיון עסקי בחמש השנים האחרונות מפקד המכללה הטכנולוגית של חיל האוויר (2006-2009),
סמנכ"ל כנפי תחזוקה שותפות מוגבלת (2010-2014)

אינו ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה

בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא

תאריך תחילת כהונה 01/09/2014

עופר גת:

ת ז 053982625

תאריך לידה 22/1/1956

תפקיד סמנכ"ל מכירות עולמי

השכלה מוסמך – מנהל עסקים, אוניברסיטת תל אביב, בוגר – מדעי המדינה, אוניברסיטת תל
אביב

ניסיון עסקי בחמש השנים האחרונות סמנכ"ל מכירות עולמי באל על (משנת 2011), מנהל אל על
צפון אמריקה (2007-2010)

ממלא תפקיד בחברת בת של החברה, בחברה קשורה שלה או בבעל עניין בה דירקטור בסאן דור,
בתור אויר (ישראל) בע"מ ובסופרסטאר הולידייס (סיים כהונתו בחברות אלה בחודש פברואר
2015)

בעל עניין בתאגיד או בן משפחה של נושא משרה בכירה אחר, או של בעל עניין בחברה לא

תאריך תחילת כהונה 01/01/2011

ביום 28 בפברואר 2015 חדל מר עופר גת לכהן כסמנכ"ל מכירות עולמי בשל מיזוגה של חטיבת
המכירות לחטיבת מסחר וקשרים תעופתיים

נושאי משרה בכירה שחדלו לכהן בשנת הדוח

שם	נדב פלטי - דירקטור
חברות בועדות הדירקטוריון	ועדת כספים ותקציב, ועדת ניהול סיכוני שוק – יו"ר
התאריך שבו החל כהונתו כדירקטור	06/01/2005
התאריך בו חדל לכהן כדירקטור	06/03/2014
שם	יאיר רבינוביץ - דירקטור חיצוני
חברות בועדות הדירקטוריון	ועדת ביקורת, ועדת כספים ותקציב, ועדת מאזן, ועדת תגמול, ועדת קשרי ממשל ורגולציה, ועדת ממשל תאגידי
התאריך שבו החל כהונתו כדירקטור	28/02/2007
התאריך בו חדל לכהן כדירקטור	02/12/2014
שם	אליעזר שקדי - מנכ"ל
התאריך שבו החל כהונתו	01/01/2010
התאריך בו חדל לכהן	19/03/2014
שם	ניסים מלכי - סמנכ"ל כספים
התאריך שבו החל כהונתו	01/03/2003
התאריך בו חדל לכהן	19/03/2014
שם	ראובן וירובניק - סמנכ"ל משאבי אנוש ומינהל
התאריך שבו החל כהונתו	01/09/1999
התאריך בו חדל לכהן	30/04/2014
שם	שמואל קוזי - סמנכ"ל תחזוקה והנדסה
התאריך שבו החל כהונתו	01/05/2008
התאריך בו חדל לכהן	31/08/2014

תקנה 26: מורשה חתימה של התאגיד

בחברה אין מורשי חתימה עצמאיים

תקנה 27: רואה החשבון של התאגיד

משרד רואי חשבון בריטמן, אלמגור, זהר ושות'
מען מרכז עזריאלי 1, תל אביב 67021

תקנה 28: שינוי בתזכיר או בתקנות

בשנת הדיווח לא נערך כל שינוי בתזכיר או בתקנון של החברה

תקנה 29(ב): המלצות והחלטות הדירקטורים

בתקופת הדיווח, האסיפה הכללית של בעלי המניות בחברה לא קיבלה החלטות שלא בהתאם להמלצות הדירקטורים בעניינים המפורטים בסעיף 29(א) לתקנות

תקנה 29(ג): החלטות אסיפה כללית מיוחדת

- 1 באסיפה כללית מיוחדת של בעלי המניות של החברה שהתקיימה ביום 8 בינואר 2014 הוחלט כדלקמן
✓ לאשר את מדיניות תגמול נושאי משרה של החברה המצורפת לדוח המשלים אשר פרסמה החברה ביום 30 בדצמבר 2013 (מספר אסמכתא 2013-01-112759)
✓ לאשר את תיקון הסכם שירותי הניהול של יו"ר דירקטוריון החברה, מר עמיקם כהן כמפורט בדוח המשלים הנ"ל
- 2 באסיפה כללית ומיוחדת של בעלי המניות של החברה שהתקיימה ביום 8 באפריל 2014 הוחלט לאשר את תנאי הכהונה והעסקה של מר דוד מימון, מנכ"ל החברה, כמפורט בדוח המידי ובדוח המשלים אשר פרסמה החברה ביום 2 באפריל 2014 (מספר אסמכתא 2014-01-036720)
- 3 באסיפה כללית שנתית ומיוחדת של בעלי המניות של החברה אשר התקיימה ביום 12 בנובמבר 2014 הוחלט כדלקמן
✓ לאשר את מינויו מחדש של הדירקטור החיצוני פרופ' יהושע (שוקי) שמר לתקופת כהונה נוספת (שלישית במספר) של שלוש שנים החל מיום 19 בנובמבר 2014 פרופ' שמר הוערך על ידי דירקטוריון החברה כבעל מומחיות חשבונאית ופיננסית בהתאם לתקנות החברות (תנאים ומבחנים לדירקטור בעל מומחיות חשבונאית ופיננסית ולדירקטור בעל כשירות מקצועית), התשס"ו-2005
✓ לאשר את התקשרות החברה עם חברת כנפיים בעסקת מסגרת לרכישת ביטוח אחריות דירקטורים ונושאי משרה קבוצתי ביחד עם כנפיים לתקופה של שלוש שנים כמפורט בתקנה 29א(1) להלן
✓ לאשר את עדכון תנאי העסקתו של רו"ח נמרוד בורוביץ בעקבות מינויו לתפקיד של ראש אגף פיתוח עסקי, תכנון ארוך טווח והצטיידות של החברה כמפורט בדוח עסקה עם בעל שליטה ובדוח זימון אסיפה שפרסמה החברה ביום 1 באוקטובר 2014 (מספר אסמכתא 2014-01-168498)
✓ לאשר מחדש את הענקת כתבי השיפוי לדירקטורים של החברה הנמנים על בעלי השליטה, ה"ה תמר מוזס בורוביץ, סופיה קימרלינג ויהודה (יודי) לוי, לתקופה של שלוש שנים החל מיום 29 בדצמבר 2014 כמפורט בתקנה 29א(2) להלן
- 4 באסיפה כללית מיוחדת של בעלי המניות של החברה אשר התקיימה ביום 18 בפברואר 2015 הוחלט לאשר את מינויו של מר אייל חיימובסקי לדירקטור חיצוני בחברה לתקופת כהונה של שלוש שנים החל ממועד אישור האסיפה מר חיימובסקי הוערך על ידי דירקטוריון החברה כבעל מומחיות חשבונאית ופיננסית

(1) ביטוח נושאי משרה

ביום 16 במרץ 2014 אישרו ועדת הביקורת וועדת התגמול וביום 18 במרץ 2014 אישר דירקטוריון החברה המשך התקשרות, באמצעות כנפיים, עם מנורה מבטחים ביטוח בע"מ לחידוש הפוליסה לביטוח אחריות דירקטורים ונושאי משרה לתקופה נוספת החל מיום 1 בפברואר 2014 ועד ליום 31 במאי 2015 הביטוח הינו במסגרת פוליסת ביטוח קבוצתית שנערכת על ידי כנפיים לנושאי המשרה בה, בחברות בנות ובחברות קשורות, זאת בהתאם לעסקת המסגרת אשר אושרה על ידי אסיפת בעלי המניות של החברה ביום 29 בדצמבר 2011 ושתוקפה היה עד ליום 28 בדצמבר 2014 (להלן "עסקת המסגרת משנת 2011") ובהתאם למדיניות התגמול של נושאי המשרה של החברה אשר אושרה על ידי אסיפת בעלי המניות של החברה ביום 8 בינואר 2014 (להלן "מדיניות התגמול") גבול האחריות במסגרת פוליסת הביטוח הנרכשת תאם את תנאי עסקת המסגרת האמורה, ועמד על סך של 100 (מאה) מיליון דולר ארה"ב וכן תוספת של 20% מגבול האחריות הנקוב לעיל בגין הוצאות הגנה משפטית בישראל לפרטים ראו דיווח מיידי של החברה מיום 18 במרץ 2014 (מספר אסמכתא 2014-01-017172)

ביום 12 בנובמבר 2014 אישרה אסיפה כללית שנתית ומיוחדת של בעלי המניות של החברה את התקשרות החברה עם כנפיים בעסקת מסגרת חדשה (להלן "עסקת המסגרת") לרכישה במשותף של פוליסת ביטוח לדירקטורים ונושאי משרה בחברה ובחברות הבת שלה (לרבות ביחס לבעלי שליטה בחברה המכהנים כדירקטורים ונושאי משרה), כפי שיכחנו בחברה מעת לעת, וזאת לתקופה של 3 שנים נוספות מיום 28 בדצמבר 2014, מועד סיום עסקת המסגרת משנת 2011 ועד ליום 27 בדצמבר 2017 כמפורט בדוח עסקה עם בעל שליטה ובדוח זימון אסיפה שפרסמה החברה ביום 1 באוקטובר 2014 (מספר אסמכתא 2014-01-168498) במהלך התקופה הנ"ל רשאית החברה, מעת לעת, בכפוף לאישור ועדת הביקורת ודירקטוריון החברה ומבלי שיידרש לכך אישור נוסף של האסיפה הכללית, להצטרף לכנפיים ברכישת פוליסת ביטוח עבור חברות בנות וחברות קשורות שלה (להלן "ביטוח קבוצתי"), וזאת ביחס לכל הדירקטורים ונושאי המשרה שיכחנו בחברה ובחברות הבנות שלה באותה עת (לרבות בעלי השליטה) המשך ההתקשרות כאמור נעשתה במסגרת פוליסת הביטוח הקבוצתית שנערכה על ידי כנפיים לנושאי המשרה בה, בחברות בנות ובחברות קשורות, בהתאם לעסקת המסגרת משנת 2011

להלן מפורטים התנאים העיקריים של עסקת המסגרת

- א גבולות האחריות בביטוח קבוצתי לא יעלו על 100 מיליוני דולר ארה"ב למקרה ובסה"כ לתקופת ביטוח שנתית, בתוספת של 20% הוצאות הגנה משפטית
- ב כנפיים תישא ב- 28% מדמי הביטוח והחברה תישא ב- 72% מדמי הביטוח
- ג בכל מקרה, השתתפות החברה בפרמיות בביטוח הקבוצתי לא תעלה על 200 אלפי דולר ארה"ב לשנה
- ד שינוי מהותי בכיסוי הביטוחי הקבוצתי, לרבות ביטול הפוליסה על-ידי כנפיים, יהא טעון הודעה מראש של כנפיים לחברה
- ה סכום הפרמיה השנתית בביטוח קבוצתי לא יעלה על סך של 280 אלפי דולר ארה"ב ובלבד שההשתתפות העצמית לכל תביעה בפוליסה לא תעלה על 150 אלפי דולר ארה"ב

(2) שיפוי נושאי משרה

ביום 29 בדצמבר 2011 אישרה אסיפה כללית שנתית ומיוחדת של בעלי מניות של החברה את תיקון כתבי שיפוי לדירקטורים ונושאי משרה בחברה כמפורט בדוח משלים לדוח זימון אסיפה שפרסמה החברה ביום 21 בדצמבר 2011 (מספר אסמכתא 2011-01-370311), כאשר תוקף כתבי השיפוי לדירקטורים של החברה הנמנים על בעלי השליטה בחברה הינו לתקופה של שלוש שנים,

עד ליום 28 בדצמבר 2014 בהמשך להחלטה האמורה, ביום 12 בנובמבר 2014 הוחלט באסיפה כללית שנתית ומיוחדת של בעלי המניות של החברה לאשר מחדש את הענקת כתבי שיפוי לדירקטורים של החברה הנמנים על בעלי השליטה בחברה, ה"ה תמר מוזס הורוביץ, סופיה קימרלינג ויהודה (יודי) לוי, לתקופה של שלוש שנים החל מיום 29 בדצמבר 2014 כמפורט בדוח זימון אסיפה שפרסמה החברה ביום 1 באוקטובר 2014 (מספר אסמכתא 2014-01-168498)

(3) התקשרות עם ממ"ן

ביום 23 ביוני 2014, אישר דירקטוריון החברה, לאחר אישור ועדת הביקורת, את מימוש האופציה של החברה להארכת ההתקשרות עם ממ"ן - מסופי מטען וניטול בע"מ (להלן "ממ"ן") בהסכם מסגרת (להלן "הסכם המסגרת") שנחתם ביום 3 בפברואר 2010, לתקופה נוספת, מיום 1 באפריל 2014 ועד ליום 30 ביוני 2018 בתנאי הסכם המסגרת (להלן "תקופת ההארכה") בתום כל שנה במהלך תקופת ההארכה, תהא רשאית החברה לבחור אם לסיים את ההתקשרות או להאריכה בתנאי הסכם המסגרת בשנה נוספת עד לתום תקופת ההארכה. הסכם המסגרת מסדיר את מתן שירותי המסוף (ניטול מטענים, שינוע מטענים, אחסון מטענים ושירותים נלווים) שמעניקה ממ"ן לחברה, את המחירים שמשלמת החברה ואת ההחזרים הכספיים להם החברה זכאית, בקשר עם שירותים אלו.

במועד אישור הארכת ההתקשרות בהסכם מסגרת כאמור ובמועד דוח זה, מכהנים שני דירקטורים בממ"ן אשר הוצעו על ידי החברה, זאת בהתאם להסכם המסגרת אשר קובע כי החברה זכאית להציע שני מועמדים לכהן כדירקטורים בדירקטוריון ממ"ן בהתקיים אחזקה במניות ממ"ן בשיעור של מעל ל - 10% מהון המניות המונפק של ממ"ן לפיכך, אושרה התקשרות עם ממ"ן על ידי האורגנים של החברה כעסקה שלנושא משרה בחברה יש בה עניין אישי עובר לחתימת הסכם המסגרת, בחנה החברה חלופה לשתף פעולה עם ספק חלופי ולאחר בחינת ההצעה שהתקבלה, הוחלט להתקשר בהסכם מסגרת עם ממ"ן עם זאת יצוין כי לאור מבנה ההתקשרות עם ממ"ן, החברה לא בחנה הצעות מנותני שירותים אחרים עובר למימוש האופציה להארכת הסכם המסגרת.

בהתחשב בתנאי ההסכם ולאור העובדה כי העסקה בוצעה משיקולים מסחריים ולאחר שנבחנו תנאיה הכלכליים, קבעו ועדת הביקורת והדירקטוריון כי הארכת ההתקשרות כאמור, הינה לטובת החברה לפיכך ובהיעדר נתונים בנוגע להיותה של העסקה בתנאי שוק ולמען הזהירות, סיווגה ועדת הביקורת את ההתקשרות האמורה כ"עסקה חריגה" שלנושאי משרה בחברה, אשר מכהנים כדירקטורים בממ"ן, יכול ויש בה עניין אישי.

לפרטים אודות הארכת הסכם המסגרת ראה דיווח מידי שפרסמה החברה ביום 23 ביוני 2014 (מס' אסמכתא 2014-01-097155)

תאריך: 24 במרץ 2015

דוד מימון
מנכ"ל

עמיקם כהן
יו"ר הדירקטוריון

נספח א' - שאלון ממשל תאגידי

מסגרת נורמטיבית	לא נכון	נכון	
הוראת חובה סעיף 239 לחוק החברות		✓	ז: דירקטורים חיצוניים או יותר ז: תקופת הזמן בה לא כיהנו שני דירקטורים חיצוניים בסעיף 363 א(ב)(10) לחוק החברות, ואולם בכל תשובה ת הזמן (בימים) בה לא כיהנו בתאגיד שני דירקטורים בכלל זה גם תקופת כהונה שאושרה בדיעבד, תוך הפרדה (ס) (שמר זכהנים בתאגיד נכון למועד פרסום שאלון זה <u>2</u> זשאלון.
חוק החברות - סעיף 1 לתוספת הראשונה (הוראות ממשל תאגידי מומלצות), ותקנה 10(ב)(א9) ו-48(ג)(א9) לתקנות הדוחות	_____	_____	תלויים המכהנים בתאגיד נכון למועד פרסום שאלון זה ז - שליטה או מי שמחזיק בדבוקת שליטה (בסעיף זה - בעל ין חברי הדירקטוריון, לפחות, בלתי תלויים. ל שליטה- רוב חברי הדירקטוריון בלתי תלויים

	✓		הן בו שיעור²⁴ / מספר מינימאלי של דירקטורים בלתי יצוין- הבלתי תלויים שנקבע בתקנון _____ ת התקנון בשנת הדיווח (לענין כהונת דירקטורים בלתי
סעיפים 240(ב), 241, 245 א ו- 246 לחוק החברות		✓	הדירקטורים החיצוניים (והדירקטורים הבלתי תלויים) וח את הוראת סעיף 240(ב) ו-ו) לחוק החברות לעניין החיצוניים (והבלתי תלויים) המכהנים בתאגיד וכן כ לכהונה כדירקטור חיצוני (או בלתי תלוי) גוין הגורם שערך את הבדיקה האמורה <u>הממונה על</u>
חוק החברות - סעיף 3 לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)		✓	גיד במהלך שנת הדיווח, אינם כפופים²⁵ למנהל הכללי, יקטור שהוא נציג עובדים, אם קיימת בתאגיד נציגות רי, הדירקטור כפוף למנהל הכללי כאמור) - יצוין מספר האמורה _____
סעיפים 255, 269 ו- 278 לחוק החברות		✓	יון ביקש התאגיד מכל הדירקטורים המשתתפים בדיון קיומו של עניין אישי ו/או ניגוד עניינים שלהם בנושא עניין²⁶

ים כך, לדוגמה, בתאגיד בו נקבע שיעור של שליש דירקטורים בלתי תלויים יצוין 1/3 יפות" לעניין שאלה זו אלה זו

			שהודיעו על קיומו של ענין אישי ו/או ניגוד עניינים, מור (למעט דיון ו/או הצבעה שלרוב הדירקטוריון היה לחוק החברות) שהשתתפו בדיון ו/או בהצבעה _____ ס/הצבעות שהיו בשנת הדיווח)
סעיף 266(א) לחוק החברות			וריון להעמיד שירותי ייעוץ מקצועי על חשבון התאגיד, 266(א) לחוק החברות, ככל שנתבקש לכך (קרי, הדירקטוריון סירב כאמור) – יפורטו נימוקי קטוריון לאי-היענות לבקשה, או לחלופין תינתן הפנייה ר _____ ש כאמור)
סעיף 106 לחוק החברות	✓		מי מטעמו), שאינו דירקטור או נושא משרה בכירה אחר ווריון שהתקיימו בשנת הדיווח זרי, בעל שליטה ו/או קרובו ו/או מי מטעמו שאינו חבר רה בתאגיד נכח בישיבות הדירקטוריון כאמור) – יצוינו ס הנוסף בישיבות הדירקטוריון כאמור כנון ארוך טווח והצטיידות בחברה מי שנכח אינו בעל השליטה עצמו) מר נמרוד בורוביץ

			<u>בעלי השליטה בכנפיים, בעלת השליטה בחברה, ובעלה</u> <u>ר' הדירקטוריון ומבעלי השליטה בכנפיים)</u> וים × כן □ לא ריון שהתקיימו בשנת הדיווח <u>24%</u>. ליטה) השאלון.

מסגרת נורמטיבית	לא נכון	נכון	
סעיפים 85 ו-222 לחוק החברות, סעיף 46 לחוק ניירות ערך		✓	אה המגבילה את האפשרות לסיים מיידית את כהונתם של ינם דירקטורים חיצוניים (לעניין זה – קביעה ברוב רגיל קרי, קיימת מגבלה כאמור) יצוין –
			לכהונת דירקטור _____
			ון לסיום כהונתם של הדירקטורים _____

			ן באסיפה הכללית לשם סיום כהונתם של הדירקטורים
			ות אלו בתקנון _____
הוראת חובה סעיפים 224 א ו- 224 ב לחוק החברות		✓	ד' במהלך שנת הדיווח הצהירו עובר למועד זימון האסיפה מינויים, כי יש להם הכישורים הדרושים (תוך פירוטם) הראוי לשם ביצוע תפקידם וכי לא מתקיימות לגביהם 226 ו- 227 לחוק החברות, ולעניין דירקטור בלתי תלוי זאות (1) ו- (2) להגדרה "דירקטור בלתי תלוי" שבסעיף 1 - יצוינו שמות הדירקטורים <u>שלא</u> התקיים האמור לגביהם
חוק החברות - סעיף 4 (א) לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)	✓		רקטורים חדשים, בתחום עסקי התאגיד ובתחום הדין החל זכנית המשך להכשרת דירקטורים מכהנים, המותאמת, בין ולא בתאגיד ין האם התוכנית הופעלה בשנת הדיווח
חוק החברות - סעיף 4 (ב) לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)		✓	ר שמינה הדירקטוריון) אחראי על הטמעת הוראות הממשל ופעל לעדכון הדירקטורים בנושאים הקשורים בממשל זר לתפקיד האחראי (חלף יו"ר הדירקטוריון), נא ציינו את וף השאלון.

הוראת חובה סעיף 92(א)(12) לחוק החברות		✓	י נדרש של דירקטורים בדירקטוריון שעליהם להיות בעלי סית נכון" - יצוין המספר המזערי שנקבע <u>1/3 ממספר</u> <u>כל עת</u>
הוראת חובה סעיף 219(ד) לחוק החברות		✓	ו בתאגיד, בנוסף לדירקטור החיצוני בעל המומחיות דירקטורים נוספים בעלי מומחיות חשבונאית ופיננסית קטוריון נכון" אם תקופת הזמן בה לא כיהנו דירקטורים נוספים ת ופיננסית אינה עולה על 60 ימים, ואולם בכל תשובה ין תקופת הזמן (בימים) בה לא כיהנו בתאגיד דירקטורים
סעיפים 92(א)(12), 219(ד), 240(א) לחוק החברות, תקנה 10(ב)(9)(א) ו-48(ג)(9) לתקנות הדוחות	—	—	ונו בתאגיד במהלך שנת הדיווח ופיננסית <u>4</u> § אספר הדירקטורים כאמור בשנת הדיווח, ייתן הנתון של למעט בתקופת זמן של 60 ימים מקרות השינוי של הנו בשנת הדיווח יה בסוף השאלון.
הוראת חובה סעיף 239(ד) לחוק החברות		✓	חיצוני בשנת הדיווח, קוימה הוראת סעיף 239(ד) לחוק הדירקטוריון משני המינים
חוק החברות - סעיף 2 לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)		✓	ב הדירקטוריון חברים משני המינים נכון" - יצוין פרק הזמן (בימים) בו לא התקיים האמור נכון" אם תקופת הזמן בה לא כיהנו דירקטורים משני 60 ימים, ואולם בכל תשובה שהיא (נכון/לא נכון) תצוין

	לא כיהנו בתאגיד דירקטורים משני המינים _____	
	_____	_____
	מין המכהנים בדירקטוריון התאגיד נכון למועד פרסום _____	

מסגרת נורמטיבית	לא נכון	נכון	
סעיפים 97, 98 ו-224 א לחוק החברות	_____	_____	שהתקיימו במהלך כל רבעון בשנת הדיווח
			יה בסוף השאלון.
	_____	_____	דירקטורים שכיהנו בתאגיד במהלך שנת הדיווח, יצוין שיעור קטוריון (בס"ק זה - לרבות ישיבות ועדות הדירקטוריון בהן הוא יימו במהלך שנת הדיווח (ובהתייחס לתקופת כהונתו) לפי מספר הדירקטורים)
			ר יותו ות וריון שיעור השתתפותו בישיבות ועדת ביקורת (לגבי דירקטור החבר שיעור השתתפותו בישיבות הועדה לבחינת הדוחות כספיים (לגבי דירקטור שיעור השתתפותו בישיבות ועדות דירקטוריון נוספות בהן הוא חבר (תוך ציון שם הועדה)

			החבר בוועדה (זו)	בוועדה זו)	
			100% ו ביטחון ו לענייני קשרי ממשל ורגולציה ו ממשל תאגידי ו כוח אדם ו אקזקוטיבה		1
			100% ו לענייני קשרי ממשל ורגולציה ו כוח אדם ו אקזקוטיבה		1
			87% ו ביטחון ו לענייני קשרי ממשל ורגולציה ו ממשל תאגידי ו כוח אדם ו לניהול סיכוני שוק ו אקזקוטיבה		1
			100% ו ממשל תאגידי		5
			96% ו כספים ו לניהול סיכוני שוק ו אקזקוטיבה	100%	5
			100% ו סיכוני שוק ו ביטחון ו כספים		5

			96% ו כספים ו ביטחון ו לניהול סיכוני שוק ו תגמול	100%	95%	8
			100% ו כספים ו לענייני קשרי ממשל ורגולציה ו ממשל תאגידי ו תגמול ו סיכוני שוק	100%	100%	9
			100% ו תגמול ו כספים ו ממשל תאגידי	100%	100%	1
			ו כספים ו לניהול סיכוני שוק לעניין שאלה זו, ראו הערה בסוף השאלון.			1
חוק החברות - סעיף 5 לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)		✓	ו דיון אחד לפחות לעניין ניהול עסקי התאגיד בידי המנהל הכללי נוכחותם, לאחר שניתנה להם הזדמנות להביע את עמדתם			
הוראת חובה סעיף 60 לחוק החברות		✓	ית (ולא יאוחר מתום חמישה עשר חודשים לאחר האסיפה השנתית			

רקטוריון			
מסגרת נורמטיבית	לא נכון	נכון	
הוראת חובה סעיף 94(א) לחוק החברות		✓	יו"ר דירקטוריון ס. תקופת הזמן בה לא כיהן בתאגיד יו"ר דירקטוריון בסעיף 363א(2) לחוק החברות, ואולם בכל תשובה פת הזמן (בימים) בה לא כיהן בתאגיד יו"ר דירקטוריון
הוראת חובה סעיף 119 לחוק החברות		✓	זנהל כללי ס. תקופת הזמן בה לא כיהן בתאגיד מנכ"ל אינה עולה , (6) לחוק החברות, ואולם בכל תשובה שהיא (נכון/לא ,) בה לא כיהן בתאגיד מנכ"ל כאמור _____
הוראת חובה סעיפים 95 ו-121 לחוק החברות			וריון גם כמנכ"ל התאגיד ו/או מפעיל את סמכויותיו, אות סעיף 121(ג) לחוק החברות א. הפנו לדיווח המידי אודות האסיפה הכללית אשר עלת הסמכויות כאמור _____ ס בתאגיד כפל כהונה כאמור)
סעיפים 95 ו-121 לחוק החברות		✓	רקטוריון קרי, המנכ"ל הנו קרוב של יו"ר הדירקטוריון) –
	_____	_____	בין הצדדים _____
	_____	_____	סעיף 121(ג) לחוק החברות

סעיף 106 לחוק החברות		✓	כהן כמנכ"ל או כנושא משרה בכירה בתאגיד, למעט שליטה)

מסגרת נורמטיבית	לא נכון	נכון	
הוראת חובה סעיף 115 לחוק החברות		✓	י"ס היו חברים בוועדת הביקורת במהלך שנת הדיווח
הוראת חובה סעיף 115 לחוק החברות		✓	ז' דירקטור חיצוני
הוראת חובה סעיף 115 לחוק החברות	—	—	ב' בשנת הדיווח -
		✓	י' רובו אגיד אין בעל שליטה)
		✓	

		✓	על ידי התאגיד או על ידי בעל השליטה בתאגיד או בידי
		✓	לתאגיד או לבעל השליטה בתאגיד או תאגיד בשליטתו
		✓	רנסתו על בעל השליטה אגיד אין בעל שליטה)
הוראת חובה סעיף 115 (ה) לחוק החברות		✓	ובר בוועדת ביקורת, ובכלל זה בעל שליטה או קרובו, לא נכח ועדת הביקורת, למעט בהתאם להוראות סעיף 115(ה) לחוק
הוראת חובה סעיף 116 א לחוק החברות		✓	ית החלטות בכל ישיבות ועדת הביקורת שהתקיימו בשנת י הועדה, כאשר רוב הנוכחים היו דירקטורים בלתי תלויים ירקטור חיצוני ז נכון" - יצוין שיעור הישיבות בהן לא התקיימה הדרישה
הוראת חובה סעיף 117(1) לחוק החברות, חוק החברות - סעיף 6 לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)		✓	דיווח ישיבה אחת לפחות בנוכחות המבקר הפנימי ורואה לא נוכחות של נושאי משרה בתאגיד שאינם חברי הוועדה, ל התאגיד
הוראת חובה סעיף 115 (ה) לחוק החברות		✓	כח מי שאינו רשאי להיות חבר הועדה, היה זה באישור יו"ר בי היועץ המשפטי ומזכיר התאגיד שאינו בעל שליטה או

הוראת חובה סעיף 117(6) לחוק החברות		✓	ים שקבעה ועדת הביקורת לגבי אופן הטיפול בתלונות של ז בניהול עסקיו ולגבי ההגנה שתינתן לעובדים שהתלוננו

ז' - הועדה) בעבודתה המקדימה לאישור הדוחות הכספיים			
מסגרת נורמטיבית	לא נכון	נכון	
הוראת חובה תקנה 2(3) לתקנות אישור הדוחות הכספיים, והנחיית גילוי בעניין הליך אישור הדוחות הכספיים		✓	לדוחות הכספיים שהוגשו בשנת הדיווח הובאו בפני הדיון בדירקטוריון, ודיווחה לו על כל ליקוי או בעיה
	—	—	תו קבע הדירקטוריון כזמן סביר להעברת המלצות בה יאושרו הדוחות התקופתיים או הרבעוניים 2
	—	—	ין מועד העברת ההמלצות לדירקטוריון למועד אישור זים זים
הוראת חובה סעיף 168 לחוק החברות, תקנה 2(2) לתקנות אישור הדוחות הכספיים		✓	הוזמן לכל ישיבות הועדה והדירקטוריון, והמבקר יבות כאמור, בה נדונו הדוחות הכספיים של התאגיד ת הדיווח

הוראת חובה תקנה 3 לתקנות אישור הדוחות הכספיים	—	—	ל התנאים המפורטים להלן
		√	שה (במועד הדיון בוועדה ואישור הדוחות כאמור)
		√	הקבועים בסעיף 115(ב) ו-(ג) לחוק החברות (לענין
		√	זיצוני
		√	חבריה דירקטורים בלתי תלויים
		√	ולהבין דוחות כספיים ולפחות אחד מהדירקטורים
		√	אחיות חשבונאית ופיננסית
		√	יובר למינוים
		√	לת החלטות בוועדה היה רוב חבריה ובלבד שרוב
	—	—	י אחד או יותר מסעיפי המשנה של שאלה זו, יפורט

מסגרת נורמטיבית	לא נכון	נכון	
סעיף 117(5) לחוק החברות		√	ינת הדוחות הכספיים) הניחה את דעתה כי היקף גין שירותי ביקורת בשנת הדיווח ושכר טרחתו ביחס ז, הינם נאותים לשם ביצוע עבודת ביקורת ראויה

סעיף 117(5) לחוק החברות		√	ובקר, העבירה ועדת הביקורת (ו/או הועדה לבחינת לאורגן הרלוונטי בתאגיד, בקשר עם היקף עבודתו נה רואה חשבון מבקר) האם האורגן הרלוונטי בתאגיד פעל על פי המלצות נ הדוחות הכספיים) ז", נא פרטו בהערות סיום לשאלון זה כיצד האורגן נתן בקשר עם היקף עבודתו ושכרו של רואה החשבון
חוק ניירות ערך ותקנותיו (לעניין "דוחות מבוקרים כדין")		√	נ הדוחות הכספיים) בחנה בשנת הדיווח כי לא היתה בקר
תקנה 2 לתקנות אישור הדוחות הכספיים, חוק החברות - סעיף 6 לתוספת הראשונה (הוראות ממשל תאגידי מומלצות)		√	נת הדוחות הכספיים) דנה בשנת הדיווח עם רואה והשלכותיהם
חוק ניירות ערך ותקנותיו (לעניין "דוחות מבוקרים כדין")		√	נ הדוחות הכספיים) הניחה את דעתה, טרם מינויו של ות כשירותו לביצוע ביקורת בתאגיד וזאת לאור אופי נה רואה חשבון מבקר)

זכהן השותף המטפל במשרד רואה החשבון המבקר (גיד)	—	—	ל במשרד רו"ח בריטמן, אלמגור זהר ושות' ("משרד הביקורת החל מהרבעון השלישי לשנת 2008, מונה 1.
חוק ניירות ערך ותקנותיו (לעניין "דוחות מבוקרים כדין")		✓	שנת הדיווח בכל ישיבות הועדה לבחינת הדוחות
סעיף 168 (ב) לחוק החברות, תקנה 2 לתקנות אישור הדוחות הכספיים			

מסגרת נורמטיבית	לא נכון	נכון	
סעיפים 117, 253, 255, 270-278 לחוק החברות		✓	ועדת ביקורת, שעניינו עסקאות בעלי עניין על מנת כדין

סעיף 270(4) לחוק החברות	✓		ה שבשליטתו) <u>אינו</u> מועסק על-ידי התאגיד או נותן לו י, בעל השליטה או קרובו מועסק על ידי התאגיד או ד מקרב בעל השליטה בו ו/או קרובו (לרבות חברות י הניהול כאמור אושרו בידי האורגים הקבועים בדין יטה) _____
סעיף 254 לחוק החברות, סעיף 36 לחוק ניירות ערך (פרט חשוב למשקיע הסביר)		✓	טה <u>אין</u> עסקים נוספים בתחום פעילותו של התאגיד צוין האם נקבע הסדר לתיחום פעילויות בין התאגיד יטה) _____

20 סיים מר יאיר רבינוביץ את כהונתו כדירקטור בחברה ביום 18 בפברואר 2015 מונה מר אייל חיימובסקי בה לא כיהנו בתאגיד שני דירקטורים חיצוניים בשנת הדיווח הינה 29 ימים (החל מיום 2 בדצמבר 2014 המועד הונתו ועד לתום שנת הדיווח)

התקיימו 21 ישיבות דירקטוריון, כאשר בחמש ישיבות התבקש מר נמרוד בורוביץ להציג נושאים שונים

ה מינה את עו"ד עומר שלו, היועץ המשפטי מזכיר החברה, כממונה על האכיפה הפנימית בחברה הממונה על חברה על הטמעת הוראות הדין המחייבות את החברה בתחום ממשל תאגידי וכן אחראי לעדכן את חברי ה בה אודות נושאים הקשורים בממשל תאגידי

ל מומחיות חשבונאית ופיננסית, סיים את כהונתו כדירקטור בחברה ביום 6 במרץ 2014, מר יאיר רבינוביץ, בעל הונתו כדירקטור חיצוני בחברה ביום 2 בדצמבר 2014 מספר הדירקטורים בעלי מומחיות חשבונאית ופיננסית

מס' 14 (א) הוצגו נתונים אודות מספר ישיבות הדירקטוריון בלבד, לא כולל ועדות הדירקטוריון וסיים את כהונתו ביום 6 במרץ 2014 ובמהלך תקופת כהונתו בשנת 2014, לא התקיימו ישיבות של ועדת ניהול ינוביץ סיים את כהונתו ביום 2 בדצמבר 2014

שמר: _____

ופ' יהושע (שוקי) שמר: _____

דוח תקופתי לשנת 2014

פרק ה'

**דוח שנתי בדבר אפקטיביות
הבקרה הפנימית על הדיווח
הכספי ועל הגילוי**

חלק ה' -

**דוח שנתי בדבר אפקטיביות הבקרה הפנימית על הדיווח הכספי ועל הגילוי
לפי תקנה 9ב לתקנות ניירות ערך (דוחות תקופתיים ומיידיים),
התש"ל-1970 ("תקנות הדוחות"):**

(1) דוח בדבר הבקרה הפנימית על הדיווח הכספי ועל הגילוי:

דוח שנתי בדבר אפקטיביות הבקרה הפנימית על הדיווח הכספי ועל הגילוי לפי תקנה 9ב (א) לתקנת הדוחות:

ההנהלה, בפיקוח הדירקטוריון של חברת אל על נתיבי אויר לישראל בע"מ (להלן - התאגיד), אחראית לקביעתה והתקיימותה של בקרה פנימית נאותה על הדיווח הכספי ועל הגילוי בתאגיד.

לעניין זה, חברי ההנהלה הם

- 1 דוד מימון - מנהל כללי
- 2 דגנית פלטי - סמנכ"ל כספים
- 3 חנן מטסרו - סמנכ"ל משאבי אנוש ומינהל
- 4 יוסף ברזני - סמנכ"ל תחזוקה והנדסה
- 5 עפר צברי - סמנכ"ל מחשוב
- 6 שלום זהבי - סמנכ"ל מסחר וקשרים תעופתיים
- 7 בנימין ליבנה - סמנכ"ל מבצעים
- 8 יהודית גריסרו - סמנכ"ל שירות ולקוחות
- 9 עומר שלו - היועץ המשפטי ומזכיר החברה
- 10 גיל בר - מבקר החברה

בקרה פנימית על הדיווח הכספי ועל הגילוי כוללת בקרות ונהלים הקיימים בתאגיד, אשר תוכננו בידי המנהל הכללי ונושא המשרה הבכיר ביותר בתחום הכספים או תחת פיקוחם, או בידי מי שמבצע בפועל את התפקידים האמורים, בפיקוח דירקטוריון התאגיד, אשר נועדו לספק מידע סבירה של ביטחון בהתייחס למהימנות הדיווח הכספי ולהכנת הדוחות בהתאם להוראות הדין, ולהבטיח כי מידע שהתאגיד נדרש לגלות בדוחות שהוא מפרסם על פי הוראות הדין נאסף, מעובד, מסוכם ומדווח במועד ובמתכונת הקבועים בדין

הבקרה הפנימית כוללת, בין השאר, בקרות ונהלים שתוכננו להבטיח כי מידע שהתאגיד נדרש לגלותו כאמור, נצבר ומועבר להנהלת התאגיד, לרבות למנהל הכללי ולנושא המשרה הבכיר ביותר בתחום הכספים או למי שמבצע בפועל את התפקידים האמורים, וזאת כדי לאפשר קבלת החלטות במועד המתאים, בהתייחס לדרישת הגילוי

בשל המגבלות המבניות שלה, בקרה פנימית על הדיווח הכספי ועל הגילוי אינה מיועדת לספק ביטחון מוחלט שהצגה מוטעית או השמטת מידע בדוחות תימנע או תתגלה

ההנהלה, בפיקוח הדירקטוריון, ביצעה בדיקה והערכה של הבקרה הפנימית על הדיווח הכספי ועל הגילוי בתאגיד והאפקטיביות שלה הערכת אפקטיביות הבקרה הפנימית על הדיווח הכספי והגילוי שביצעה ההנהלה בפיקוח הדירקטוריון כללה

מיפוי וזיהוי החשבונות והתהליכים העסקיים אשר החברה רואה כמהותיים מאוד לדיווח הכספי והגילוי. בחינת בקרות מפתח ובדיקת אפקטיביות הבקרות רכיבי הבקרה הפנימית כללו בקרות על תהליכי סגירת תקופה חשבונאית, עריכה והכנת הדוחות הכספיים והגילויים, בקרות ברמת הארגון, בקרות על סביבת המחשוב ובקרות בתהליכים עסקיים הכנסות נוסעים ממכירת כרטיסי טיסה, הוצאות שכר ואקטואריה לעובדים בישראל (למעט עובדים בכירים ונושאי משרה), רכוש קבוע - מטוסים, מנועים וחלפים, מכשירים פיננסיים נגזרים, מועדון הנוסע המתמיד והוצאות דלק

בהתבסס על הערכת האפקטיביות שביצעה ההנהלה בפיקוח הדירקטוריון כמפורט לעיל, הדירקטוריון והנהלת התאגיד הגיעו למסקנה, כי הבקרה הפנימית על הדיווח הכספי ועל הגילוי בתאגיד ליום 31 בדצמבר 2014 היא אפקטיבית

(א) הצהרת מנהל כללי לפי תקנה 9ב (ד) 1

**הצהרת מנהלים
הצהרת מנהל כללי**

אני, דוד מימון, מצהיר כי

- (1) בחנתי את הדוח התקופתי של אל על נתיבי אויר לישראל בע"מ (להלן - התאגיד) לשנת 2014 (להלן - הדוחות),
- (2) לפי ידיעתי, הדוחות אינם כוללים כל מצג לא נכון של עובדה מהותית ולא חסר בהם מצג של עובדה מהותית הנחוץ כדי שהמצגים שנכללו בהם, לאור הנסיבות בהן נכללו אותם מצגים, לא יהיו מטעים בהתייחס לתקופת הדוחות,
- (3) לפי ידיעתי, הדוחות הכספיים ומידע כספי אחר הכלול בדוחות משקפים באופן נאות, מכל הבחינות המהותיות, את המצב הכספי, תוצאות הפעולות ותזרימי המזומנים של התאגיד לתאריכים ולתקופות שאליהם מתייחסים הדוחות,
- (4) גיליתי לרואה החשבון המבקר של התאגיד, לדירקטוריון לועדת מאזן, ולחברי ועדת הביקורת של דירקטוריון התאגיד בהתבסס על הערכתי העדכנית ביותר לגבי הבקרה הפנימית על הדיווח הכספי ועל הגילוי

א את כל הליקויים המשמעותיים והחולשות המהותיות בקביעתה או בהפעלתה של הבקרה הפנימית על הדיווח הכספי ועל הגילוי העלולים באופן סביר להשפיע לרעה על יכולתו של התאגיד לאסוף, לעבד, לסכם או לדווח על מידע כספי באופן שיש בו להטיל ספק במהימנות הדיווח הכספי והכנת הדוחות הכספיים בהתאם להוראות הדין, וכן -

ב כל תרמית, בין מהותית ובין שאינה מהותית, בה מעורב המנהל הכללי או מי שכפוף לו במישרין או מעורבים עובדים אחרים שיש להם תפקיד משמעותי בבקרה הפנימית על הדיווח הכספי ועל הגילוי

(5) אני, לבד או יחד עם האחרים בתאגיד

- א קבעתי בקורות ונהלים, או וידאתי קביעתם וקיומם של בקורות ונהלים תחת פיקוחי, המיועדים להבטיח שמידע מהותי המתייחס לתאגיד, לרבות חברות מאוחדות שלו כהגדרתן בתקנות ניירות ערך (דוחות כספיים שנתיים), התש"ע - 2010, מובא לידיעתי על ידי אחרים בתאגיד ובחברות המאוחדות, בפרט במהלך תקופת ההכנה של הדוחות, וכן -
- ב קבעתי בקורות ונהלים, או וידאתי קביעתם וקיומם של בקורות ונהלים תחת פיקוחי, המיועדים להבטיח באופן סביר את מהימנות הדיווח הכספי והכנת הדוחות הכספיים בהתאם להוראות הדין, לרבות בהתאם לכללי חשבונאות מקובלים ,
- ג הערכתי את האפקטיביות של הבקרה הפנימית על הדיווח הכספי ועל הגילוי, והצגתי בדוח זה את מסקנות הדירקטוריון וההנהלה לגבי האפקטיביות של הבקרה הפנימית כאמור למועד הדוחות

אין באמור לעיל כדי לגרוע מאחריותי או מאחריות כל אדם אחר, על פי כל דין

(ב) הצהרת נושא המשרה הבכיר ביותר בתחום הכספים לפי תקנה 9ב (ד) 2

הצהרת מנהלים

הצהרת נושא המשרה הבכיר ביותר בתחום הכספים

אני, דגנית פלטי מצהירה כי

- (1) בחנתי את הדוחות הכספיים ומידע כספי אחר הכלול בדוחות של אל על נתיבי אויר לישראל בע"מ (להלן - התאגיד) לשנת 2014 (להלן - הדוחות),
- (2) לפי ידיעתי, הדוחות הכספיים והמידע הכספי האחר הכלול בדוחות אינם כוללים כל מצג לא נכון של עובדה מהותית ולא חסר בהם מצג של עובדה מהותית הנחוץ כדי שהמצגים שנכללו בהם, לאור הנסיבות שבהן נכללו אותם מצגים, לא יהיו מטעים בהתייחס לתקופת הדוחות,
- (3) לפי ידיעתי, הדוחות הכספיים ומידע כספי אחר הכלול בדוחות משקפים באופן נאות, מכל הבחינות המהותיות, את המצב הכספי, תוצאות הפעולות ותזרימי המזומנים של התאגיד לתאריכים ולתקופות שאליהם מתייחסים הדוחות,
- (4) גיליתי לרואה החשבון המבקר של התאגיד, לדירקטוריון לועדת מאזן, ולחברי ועדת הביקורת של דירקטוריון התאגיד בהתבסס על הערכתי העדכנית ביותר לגבי הבקרה הפנימית על הדיווח הכספי ועל הגילוי

- א את כל הליקויים המשמעותיים והחולשות המהותיות בקביעתה או בהפעלתה של הבקרה הפנימית על הדיווח הכספי ועל הגילוי ככל שהיא מתייחסת לדוחות הכספיים ולמידע הכספי האחר הכלול בדוחות, העלולים באופן סביר להשפיע לרעה על יכולתו של התאגיד לאסוף, לעבד, לסכם או לדווח על מידע כספי באופן שיש בו להטיל ספק במהימנות הדיווח הכספי והכנת הדוחות הכספיים בהתאם להוראת הדין, וכן -
- ב כל תרמית, בין מהותית ובין שאינה מהותית, בה מעורב המנהל הכללי או מי שכפוף לו במישרין או מעורבים עובדים אחרים שיש להם תפקיד משמעותי בבקרה הפנימית על הדיווח הכספי ועל הגילוי,

(5) אני, לבד או יחד עם האחרים בתאגיד

- א קבעתי בקרות ונהלים, או וידאתי קביעתם וקיומם של בקרות ונהלים תחת פיקוחי, המיועדים להבטיח שמידע מהותי המתייחס לתאגיד, לרבות חברות מאוחדות שלו כהגדרתן בתקנות ניירות ערך (דוחות כספיים שנתיים), התש"ע - 2010, ככל שהוא רלוונטי לדוחות הכספיים ולמידע כספי אחר הכלול בדוחות, מובא לידיעתי על ידי אחרים בתאגיד ובחברות המאוחדות, בפרט במהלך תקופת ההכנה של הדוחות, וכן -
- ב קבעתי בקרות ונהלים, או וידאתי קביעתם וקיומם של בקרות ונהלים תחת פיקוחנו, המיועדים להבטיח באופן סביר את מהימנות הדיווח הכספי והכנת הדוחות הכספיים בהתאם להוראות הדין, לרבות בהתאם לכללי חשבונאות מקובלים,
- ג הערכתי את האפקטיביות של הבקרה הפנימית על הדיווח הכספי ועל הגילוי, ככל שהיא מתייחסת לדוחות הכספיים ולמידע הכספי האחר הכלול בדוחות למועד הדוחות, מסקנותי לגבי הערכתי כאמור הובאו בפני הדירקטוריון והנהלה ומשולבות בדוח זה

אין באמור לעיל כדי לגרוע מאחריותי או מאחריות כל אדם אחר, על פי כל דין