

OPERATOR INSTRUCTIONS

MAYA LUSTIG

Thank you, operator, and good morning everyone.

On our call today are Ilan Rosen, an independent director of the Ceragon Board of Directors and Doron Arazi, CEO, who will be available for questions at the end of the prepared remarks.

Before we start, I would like to note that certain statements made on this call, including projected financial information and other results and the company's future initiatives, constitute “forward-looking statements” within the meaning of the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended, and the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995.

Ceragon intends forward-looking terminology, such as believes, expects, may, will, should, anticipates, plans or similar expressions to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause Ceragon’s actual results to differ materially from those projected in such forward-looking statements. Such risks and uncertainties include, but are not limited to, those that are described in Ceragon’s most recent Annual Report on Form 20-F and as may be supplemented from time to time in Ceragon’s other filings with the SEC, all of which are expressly incorporated herein by reference. Forward-looking statements relate to the date initially made, do not purport to be predictions of future events or results, and there can be no assurance that they will prove to be accurate, and Ceragon undertakes no obligation to update them.

Ceragon’s public filings are available on the Securities and Exchange Commission’s website at www.sec.gov, and may also be obtained from Ceragon’s website at www.ceragon.com.

I will now turn the call over to Doron. Please go ahead.

DORON ARAZI

Thank you, Maya, and thanks everyone for joining this important discussion about Ceragon's future, our business momentum and our path to creating substantial value for Ceragon's shareholders.

Today, we will cover Aviat's unsolicited indication of interest to acquire Ceragon and its efforts to take control of the Ceragon board. Today's presentation outlines, among other things, why Aviat's indication significantly undervalues Ceragon, is opportunistically timed and not in the best interests of our shareholders. We will also provide updated financial metrics that demonstrate our continued business momentum that underscore why Aviat's low-ball indication and hostile takeover campaign are not in Ceragon's shareholders' interests.

But before I get started, I'd like to turn the call over to Ilan Rosen, independent director of the Ceragon Board, to provide some initial remarks. Ilan?

ILAN ROSEN

Thank you, Doron. And thank you to all those on the line for joining us today.

I am Ilan Rosen, an independent director on Ceragon's Board. I joined the Board just over a year ago alongside two other independent directors, and I am here to share the perspectives of the Board.

By way of background, I currently serve as a Managing Director at HarbourVest Partners, a global private equity firm with a history of over 40 years of investing. In both current and former Private Equity positions throughout my career, and in my capacity as a director on public company boards, I have **extensive** experience as an investor and shareholder in many companies, and I have helped negotiate transactions to sell, acquire or merge a number of companies.

Over the past few weeks, the Board and management team have been **laser focused** on Ceragon's business and the opportunities ahead relative to Aviat's indication of interest. With the help of our independent advisors, we carefully reviewed Aviat's indication of interest and proxy fight submission. We also spoke with a number of our shareholders and have gained valuable insight and perspective. You should be assured that Ceragon's Board has carefully considered Aviat's indication of interest with the goal of **maximizing shareholder value**.

Let me be clear from the outset – the Ceragon Board will explore **any path** that maximizes value for Ceragon shareholders. In fact, the Company has met with and engaged constructively with Aviat **many** times since 2017 to explore a potential combination and are willing to continue to do so – **but**, at a price that delivers fair and certain value to Ceragon shareholders.

Indeed, when we last met only a month ago, Aviat agreed to send us a follow-up list of diligence items that we agreed to review. However, Aviat **never** sent us the diligence list – instead, they launched their hostile indication of interest on the day that happened to be the day that Doron’s father passed away. I personally would like to thank Doron on behalf of the Board for his steadfast stewardship of the Company and for dealing with Aviat’s hostile campaign during this sad and stressful time.

In any event, it is troubling that Aviat launched its public campaign with the **false** misstatement that we were not willing to engage with them. We have met with them **multiple times** over **multiple years** to explore a potential transaction. Aviat appears to be trying to confuse shareholders into thinking that our refusal to do a bad transaction for Ceragon shareholders is a refusal to “engage.” Given the record of engagement, you can clearly see that both Aviat and Ceragon took a candid approach, with the ultimate goal of obtaining the best value for their shareholders. We did this out of mutual respect between competitors, as well as the understanding that a hostile approach is not in the best interests of our shareholders. (pause) Unfortunately, this is not the case anymore.

Aviat has not just launched a series of inflammatory and misleading public attacks on Ceragon and our Board – they also have demanded that we call an Extraordinary General Meeting, or EGM. Aviat intends to gain control of the Board with director nominees hand-picked by Aviat, presumably to implement their highly conditional indication of interest to buy Ceragon at \$2.80 per share, which is a **material reduction** from the proposed indication of valuation of \$3.25 they presented a few short months ago. Your Board **firmly believes** that Aviat’s hostile campaign and attempt to take control of Ceragon is not in the interests of Ceragon shareholders for several key reasons.

I will cover some of the highlights...

First, we should be clear **that there is no real offer on the table**. Aviat has submitted an indication of interest with a proposed \$2.80 per share price. The indication of interest **lacks firm financing commitments** from reputable financial institutions. The indication also lacks adequate provisions to

protect Ceragon and its shareholders in the event Aviat walks away from a signed transaction, which is especially troubling when the indication comes from a competitor. In this turbulent financing market, it is perhaps **not surprising** that Aviat has not delivered evidence of financing. But their failure to do so demonstrates one of the many ways that Aviat's proposal isn't real.

When we previously met with Aviat, we conveyed that we needed more certainty for our shareholders – which was important because if a transaction is terminated due to Aviat's failure to get financing or any other reason, it could result in substantial harm to our business and our shareholders.

To be clear, Aviat has **significantly reduced** the price that they were originally offering, **failed** to provide firm financing commitments from a reputable institution, and **refused** to provide a strong commitment to close a transaction by accepting an appropriate breakup fee. Not surprisingly, we were insistent on receiving these protections and greater value in order to proceed.

In addition, their proposal **significantly** undervalues Ceragon across a variety of financial metrics and methodologies. As Doron will cover shortly, our business is growing rapidly, and our bookings and backlog are strong. Our innovative products are driving increased growth, especially in our highest margin territory – North America – where we have been increasingly taking market share in Aviat's backyard.

Aviat launched its proposal at an opportunistic time. Like many companies, our share price has come under pressure due to increased market volatility, prevailing global macroeconomic headwinds and the ongoing supply chain issues that we are actively addressing. Aviat is also suggesting a price that is well below precedent transaction multiples and all research analyst price targets. As one of the top independent research analysts observed, Aviat has submitted a "low-ball offer." (pause) We agree with that analyst.

It also should not be surprising that Joseph D. Samberg – founder and CEO of JDS Capital, our largest and independent shareholder that owns almost 10% of Ceragon's shares, today announced his support for Ceragon, Management and Board, that Aviat's indicative price is well below the Company's value, **AND** that he intends to vote for the Company's Board and against Aviat's request to remove any of our existing directors.

Aviat is trying to steal the Company at the lowest price possible. That may be in the interests of Aviat's investors, but it is **certainly** not in the interests of Ceragon's shareholders.

So, instead of offering full, fair and certain value, Aviat wants to take control of the Ceragon board by putting its hand-picked nominees in charge of the negotiations. This is perhaps why Aviat picked director nominees that have **NO** telecom expertise. They also lack the appropriate board experience – three of them have never served on a public company board, one served on a board of a company that underperformed the market by more than 80% during his tenure, and one would be classified as 'overboarded' by key constituencies if he were to join Ceragon's Board. As our competitor, Aviat knows the industry and qualifications necessary for directorship well. Given it has nominated individuals who are not fit to do this, we question if Aviat is **merely** seeking to take control of Ceragon to force an expedited sale to Aviat at a "low-ball" price.

Aviat wants you to believe that its nominees will be better advocates for Ceragon shareholders than our current directors. We firmly believe that is not the case. As a Ceragon shareholder, I would **not** want their nominees in charge of negotiations with Aviat, especially considering that Aviat could cut the offer price again or attempt to enter into a highly conditional **and** uncertain transaction that could significantly harm Ceragon and our shareholders. Given their lack of relevant experience, Aviat's nominees are also ill-suited to oversee the implementation of our business and value creation strategy.

Perhaps more importantly, Aviat is calling the EGM in attempt to add five director nominees to the Ceragon Board, while simultaneously removing three existing directors in a way that explicitly violates Ceragon's Articles of Association. Under our shareholder-approved Articles, Aviat is able to propose the removal of three directors at the EGM but is **not** permitted to propose the appointment of five new directors to our Board at this EGM.

We are calling an EGM in accordance with our Articles, but we **urge** Ceragon's shareholders to **reject** Aviat's attempt to remove three **highly qualified** Ceragon directors and nominate up to **three unqualified** directors instead, which may lead to either accepting a "low-ball" offer or internal value destruction.

The current Ceragon Board is actively overseeing the successful execution of our strategy to enhance Ceragon's value creation potential and is holding management accountable for performance, as evidenced by our recent decision to appoint Doron as our CEO.

Our Board is **independent** and **extremely well qualified** to serve Ceragon's shareholders, comprised of directors with significant industry and public company board experience and track records of successfully evaluating and executing public company M&A transactions. Our Board is also diverse and continues to refresh itself. Just last year, the Board welcomed three new independent directors, including myself, and our appointments were **overwhelmingly approved** by our shareholders at the 2021 Annual Meeting. We remain open to evaluating all strategic alternatives to enhance shareholder value and believe our Board has the right mix of relevant skills and expertise to ensure Ceragon shareholders' best interests are at the forefront.

Moreover, we remain open minded and believe a transaction could make sense under the right circumstances and at the right price. We are extremely focused on doing right by our shareholders, and as such we **will not** enter into a transaction at a "**low-ball**" price and without adequate protections.

Ceragon has been gaining **significant** business momentum, though we are open eyed that there are also potential challenges. That said, we are excited about our future and are confident in our strategy.

With that, I'll turn it back to Doron to talk more about our business and the exciting initiatives underway. Doron?

DORON ARAZI

Thanks, Ilan. Before jumping into Ceragon's exciting business momentum, I'd first like to reiterate a few crucial points that Ilan just raised about the Board's concerns with regard to Aviat's unsolicited indication and proxy contest.

To reiterate, Aviat's offer is **merely indicative**. Not only has Aviat not presented a firm offer to acquire Ceragon, it has also not presented any firm commitments from reputable financing sources to effectively execute a transaction. With today's volatile financial markets, we question whether they can **even obtain** financing for their proposed transaction.

Aviat also wants to enter into an agreement **without** adequate protections that would protect Ceragon and its shareholders from damages that Aviat could impose on Ceragon, a key competitor, if Aviat walks away from a transaction after it is signed.

Finally, given that Aviat has already significantly reduced the value of its November 2021 indication, we believe Ceragon's shareholders **should not** bear the risk of Aviat's future attempts to undercut value or terminate a transaction.

Aviat's indication significantly undervalues Ceragon across a variety of financial metrics and methodologies. It represents a significant discount to all analyst price targets and multiples paid in precedent transaction. It seems clear that Aviat has timed its public campaign in the midst of the current macroeconomic environment to take advantage of the deteriorating financial markets.

Since Aviat's indication of interest, multiple third-party research analysts have published reports reinforcing our belief that Aviat's indication of interest is a "**low-ball**" offer and fails to reflect the strength of our business and our future growth prospects. In addition, our largest and independent shareholder, JDS Capital, has publicly announced its support for the Ceragon Board and management team and its intention to vote against Aviat's request to remove any of Ceragon's existing directors.

We have met with Aviat many times to evaluate a potential transaction and we remain open to continuing that dialogue in a productive manner. But a combination would only have merit if it delivered **full, fair and certain value** to Ceragon shareholders.

So, what is Aviat's motivation in all this? It seems clear that Aviat is concerned by Ceragon's growth in North America as well as our technological superiority today with Tier 1 service providers and in the coming years with our cost-effective products and our next-gen SoC, which is ahead of the competition by at least 3 years. Aviat, instead of competing with us in the market, is focused on a short-term agenda to either buy Ceragon at a cheap price or eliminate Ceragon as a threatening competitor **which is growing organically** in the North American market. Aviat recognizes that we have substantial business momentum and superior technological capabilities.

Let me outline where Ceragon is today, how we envision our business going forward, and why we think Ceragon is substantially more valuable to shareholders than Aviat's indicative price of \$2.80.

Ceragon is a global market leader of wireless transport solutions with a strong foundational core business. We are poised to benefit from strong underlying growth trends in the industry, including a substantial pickup in global 5G adoption, growth in millimeter wave and fixed wireless broadband, and

growth of private networks in multiple domains. We believe that our positioning as a **best-in-class** provider of microwave and millimeter-wave technologies, as well as a leader in the new disaggregated open networks market, will drive shareholder value.

What sets us apart is our **innovative** technology, proven by multiple generations of radio and modem chips, superior product performance and reliability, and our continued efforts to optimize product costs that make our offerings competitive around the world. We are capitalizing on our strengths, while also evaluating our products to see how we can continue to innovate as the industry evolves. That focus has resulted in our creation of chips comprised of our unique, multicore technology systems that are best fit for outdoor network solutions, and software that helps power open networks in the wireless transport domain. Together, this is driving penetration of global Tier 1 and Tier 2 telecom customers.

We have significant momentum across our business. In the first half of 2022, Ceragon generated bookings of \$179 million. In addition, our North America business achieved \$39 million of bookings in the first half of this year driven by recent wins with large customers, including Dish and the final stages of a front-haul solution lab trial for a top-three national wireless carrier.

For the first time, North America, which is Aviat's home market, now represents the largest region for Ceragon, tied with India. In the second quarter, our bookings in North America represented 26% of our total bookings and grew 37% versus the first quarter. Meanwhile, our backlog across the globe continues to grow.

As a result, we have experienced substantial gains in market share, particularly at the high end of the market. According to our estimations, Ceragon now makes up approximately 25% of the market for best-of-breed solutions – the larger and faster growing segment. This is more than three times Aviat's market share. Even when looking at the whole market, Ceragon is shipping and selling more than 3 times the number of transceivers than Aviat does. We are also beginning to see signals of success in our new strategy to capitalize on the growth of private networks and rural broadband with some recent wins.

As you can see from our business momentum, we have been hard at work executing on our strategic plan that we believe will translate to meaningful shareholder value. In addition to the continued strength of our core business, we have been implementing since the beginning of this year a few new initiatives to drive significant recurring revenue growth and margin expansion.

First, we expect to continue to grow in North America. Ceragon has become the #1 wireless transport vendor in North America for Tier 1 operators, and we expect to increase our growth among Tier 1 operators as part of broader 5G adoption. In addition, increased infrastructure in rural broadband is expected to drive Ceragon's growth among small carriers, private networks and wireless broadband providers in multiple domains. We expect to continue growing in North America with additional market share, which will contribute to enhanced margins.

Second, we have been strengthening our managed services offering to deepen our relationship with our customers and increase our recurring revenues. This offering has garnered considerable attention from operators, private networks and carriers around the world, and is an important growth area for us that we expect will serve as a new recurring revenue stream. We have achieved bookings of about \$8 million in the first half of 2022, which is already ~40% higher than our managed services bookings for the *full-year* of 2021. Further, we expect our growing software tools business will see continued growth via direct sales or as tools for the managed services business. We expect those new software tools will also drive enhanced margins and recurring revenue as we take market share.

Third, as part of the evolution of Open Network architecture, disaggregated cell site routing is a rapidly growing market that is expected to grow to \$400 million over the next few years. We see an opening to disrupt the space with our new IP-50FX product, which help us leverage the disruptive and fast-growing open network trend. While the market has just begun to takeoff, we have already booked 216 units with average gross margins in excess of our overall margins.

Our technology development capabilities are a key differentiator between Ceragon and our competitors. Our ability to develop cutting-edge products in-house is rooted in our strong innovative culture and continuous investment in technological innovation.

For example, we are the first to bring a virtual indoor unit to market that, as already discuss, can also serve as a cell site router. This unit has demonstrated all elements of an open network – including radio units, software/OS and networking units – fully aggregated and integrated as part of a true OpenTransport and Open Networks architecture. We just launched these products in February, and have already begun to see strong customer traction with significant orders received during the first half of the year.

We are also enhancing our suite of revolutionary IP-50 products using our new radio chip developed by Ceragon. These products are expected to be launched in 2023 and are expected to reduce bill of material costs by approximately 40%, allowing us to gain market share and drive higher margins.

Further, we believe that our System-on-Chip, our fifth-generation chipset, is three years ahead of development compared to the market's technology. We expect our SoC to save significant costs, deliver enhanced performance, and, because it is developed in-house, will be a key competitive advantage for years to come.

You shouldn't be confused by Aviat's recent statements – the phenomena of competitors and merchant chip manufacturers *introducing* high-level *concepts* of next generation chips while we are *finalizing the productization* of our next generation chip is not new to us. This has been the case for many years as not all companies at this space start developing their next generation products at the same time. Our past experience makes clear that *being first to market* with new chip technology is extremely important to our customers. In addition, I feel comfortable in saying that the initial analysis by our R&D team, based on the specifications of the chip provided by Aviat, indicates that Ceragon's SoC will have many advantages. Together with our new radio chips, we expect our products will have better performance. We strongly believe that our strategy of developing chips in-house allows us to create better products with superior technology, ahead of competition. This focus on organic innovation has positioned Ceragon to become a global market leader in an industry of giants, while other specialists that outsource chips development have fallen behind.

Before turning over to our financial targets, I'd like to comment briefly about the current business climate. The recent disruption to the supply chain has adversely impacted our financial performance and was a major contributor, in addition to the downturn in the financial markets, to our negative stock price performance. While these seem to be *temporary* headwinds – and are industry-wide, impacting our peers as well, they have resulted in a significant slow-down in our backlog conversion into revenue and an approximately 4% reduction in gross margins. Despite these challenges, the vast majority of our customers are patient and accommodating, which attests to our strong position and brand.

However, we are clearly not standing still. We have been implementing a series of offsetting actions aimed to improve our backlog conversion into revenue and enhance margins, including

- improving contractual terms with our partners,
- redesigning our products and subsystems to reduce production costs,

- replacing one of our contract manufacturers
- dedicating teams to forecast and manage component shortages, and
- streamlining shipment process with the addition of new vendors.

It will, of course, take a little time until we start seeing the results, but I am confident that all these actions will contribute to our financial performance.

We are excited about the momentum that we are seeing across our business. We believe that our core business, coupled with the continued implementation of our growth initiatives, will drive revenue growth, margin expansion and significant shareholder value. Our short-term guidance and long-term targets reflect our confidence in this strategy.

We are reaffirming our 2022 revenue guidance of \$300 - \$315 million, and we are issuing 2023 revenue guidance of \$325 - \$345 million. Our guidance is of course subject to potential downsides and upsides as we continue to address supply chain challenges facing the industry. Our 5-year revenue target is approximately \$500 million, and we also target increasing our gross margins to at least 34-36% over the same period.

Given our ongoing initiatives and the many near-term growth drivers, I hope you will see the significant value potential that lies ahead for Ceragon. This potential value, we believe, is far greater than the \$2.80 per share indication of interest from Aviat.

With that, I'd like to turn it back over to Ilan to give some concluding remarks

ILAN ROSEN

Thanks, Doron

To conclude, here is what is at stake and the decision in front of shareholders. Do you want to risk the value of your investment at a time when Ceragon is at such an important inflection point by supporting Aviat's hostile campaign? Do you believe that Aviat, a main competitor, is proposing changes to Ceragon's board to maximize shareholder value in **your interest**? Or, do they have different plans?

In stark contrast to Aviat's director nominees, our Board is comprised of leaders with substantial telecom and M&A experience and track records of delivering shareholder value. Our Board is diverse and continues to refresh itself, including the addition of three independent directors at last year's AGM. We are not against additional Board refreshment with qualified candidates. However, Ceragon risks losing important board expertise and diversity if Aviat's nominees are elected. Aviat's nominees would leave Ceragon with a weak, inexperienced Board that we believe will not be able to effectively oversee the Company's value-enhancing strategy or potential negotiations with Aviat.

We recognize that there is work to be done, but you should know that we are 100% focused on executing our strategy and delivering on our commitments. I speak on behalf of the entire Board and management team when I say we are deeply committed to creating value for our shareholders. We look forward to maintaining an open and active dialogue with our shareholders in the days and weeks ahead. Thank you for your time today.

DORON ARAZI

Thank you, Ilan. Now let us open the call up to some Q&A.