Payton Planar Magnetics Ltd.
and its Consolidated Subsidiaries
Financial Statements
September 30, 2013 (Unaudited)

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The Board of Directors' Report[1] on Corporate Affairs

We are pleased to present the Board of Directors' report on the affairs of Payton Planar Magnetics Ltd. and its consolidated subsidiaries
for the nine months ended on September 30, 2013.

***Notice**: This report contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Management of the Company as well as assumptions made by and information currently available to the Management of the Company. Such statements reflect the current views of the Company with respect to future events. Management emphasizes that the assumptions does not in any way imply commitment towards realization. The outcome of which is subject to certain risks and other factors, which may be outside of the Company's control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those described herein as projected, anticipated, believed, estimated, expected or intended.*

Reference in this report to forward looking statement shall be by stating that such information is given by way of estimation, evaluation, assessment, intentions, expectations, beliefs and similar terms, but it is possible that such information shall be given under other phrases.

1. A concise description of the corporation and its business environment

A. The Group

Payton Planar Magnetics Ltd. ("the Company") and its consolidated subsidiaries: Payton America Inc. ("Payton America"), Himag Planar Magnetics Ltd. ("Himag") and Payton Planar Holdings (1996) Ltd. ("Payton Holdings").

B. The Group's main fields of activity and changes that occurred in the period from January to September 2013

The Company, an Israeli high-tech enterprise, develops manufactures and markets Planar and Conventional transformers worldwide. The Company was founded in order to revolutionize the traditional approach to the design and manufacture of transformers through the concept of planar transformers. The Company completed its initial public offering in 1998 on the Euronext Stock Exchange.

Real-estate property - The establishment of a real-estate property, centralizing the group activities ("Payton House") was completed on September 2013.
Management expects that having all facilities "under one roof" in the new building will lead to economies of scale and also offer opportunities for synergies between product lines.
The Company moved two out of its three locations into the new facility on May 2013 and on September 2013 the Company completed the last phase of the transfer. To the report date no additional material costs are required for the completion, total investment is about USD 10 million.

Himag Planar Magnetics (U.K.) - on December 28, 2012, further to M.O.U signed on 22.11.12 the Company, via its fully owned UK subsidiary - Himag Planar Magnetics (hereinafter-"Himag"), has executed an agreement to

[1] The financial statements as at September 30, 2013 form an integral part thereof.

purchase the business activity of Himag Solutions Ltd., a UK company, engaged in the transformers global market. The purchase relates to the Selling Company's business activity (excluding all types of liabilities and obligations) regarding production, development, marketing and distribution of magnetic elements (transformers), including, among others, fixed assets, goodwill, inventory, agreements and intellectual property rights (hereinafter: "The Purchased Activity"). The consideration for the purchased activity has been set to USD 1.2 million paid on 31.12.12 and additional consideration for the purchased activity, conditional upon achieving a minimum annual sales turnover. Starting 1.1.13 Himag started its activity as a part of the Payton Group. The current focus is to increase Himag's efficiency and reach economies of scale in terms of manufacturing, engineering and marketing.

C. Principal customers

Within the nine-month period ended September 30, 2013 there was no major customer (which makes up in excess of 10% of the Group's sales) included in the consolidated sales revenues.

	For the nine-month period ended September 30	For the year ended December 31	For the nine-month period ended September 30
	2013	2012	2012
Customer A	*	*	10%

* Less than 10% of the Group’s consolidated sales.

D. Marketing

During 2013 the Group participated in the following exhibitions:

- March 2013, APEC in California, USA.
- May 2013, New-Tech in Tel-Aviv, Israel.
- May 2013, PCIM in Nuremberg, Germany.
- June 2013, ITEC in Dearborn Michigan, USA.
- September 2013, IEEE/ECCE Denver 2013 show in Denver, USA.
- September 2013, Darnell Power Forum in Dallas, USA.

In addition, during 2013, the Company initiated several seminars and conferences in the USA.

E. Order and Purchase Backlog

Order and purchase backlog of the Group as of September 30, 2013 were USD 8,082 thousand (December 31, 2012 - USD 6,217 thousand). The backlog is composed only of firm orders.

Management estimates that most of the backlog as of 30.9.13 will be supplied until June 30, 2014.

2. Financial position

A. Statement of Financial Position as at September 30, 2013

Cash and cash equivalents, Marketable securities held for trading and Short-term Deposits **-** these items amounted to a total of USD 15,966 thousand as at September 30, 2013 compared to USD 19,703 thousand as at December 31, 2012 and USD 17,746 thousand as at September 30, 2012. During the first nine-months of 2013 these items decreased mostly due to the use of cash for investments in the real-estate property.

Trade accounts receivable **-** these amounted to USD 4,412 thousand as at September 30, 2013 compared to USD 3,519 thousand as at December 31, 2012 and USD 3,188 thousand as at September 30, 2012. The increase in this item at September 30, 2013, is explained by sales volume increase in the third quarter of 2013.

Fixed assets **-** these amounted to USD 12,747 thousand as at September 30, 2013, compared to USD 8,110 thousand as at December 31, 2012 and USD 6,761 thousand as at September 30, 2012. The increase in this item resulted mainly from investing in the industrial real-estate property in Israel (See paragraph 1.B above).

Intangible assets **-** as at September 30, 2013 amounted to USD 1,157 thousand compared to USD 1,279 thousand as at December 31, 2012 and USD 396 thousand as at September 30, 2012.
The increase in this item as at September 30, 2013 compared to September 30, 2012 arises from the intangible assets recognized as a result of the acquisition of the business activity of Himag Solutions, including: goodwill, production files and brand name rights. The fair value of these intangible assets have been determined based on a Purchase Price Allocation ("PPA") prepared by an external independent appraiser.

Trade payables **-** amounted to USD 2,561 thousand as at September 30, 2013 compared to USD 1,435 thousand as at December 31, 2012 and USD 1,518 thousand as at September 30, 2012. The increase in this item results mainly from increase in liability to main construction contractors of the new facility as a provision for their final payment.

Other payables **-** amounted to USD 1,272 thousand as at September 30, 2013 compared to USD 879 thousand as at December 31, 2012 and USD 919 thousand as at September 30, 2012. The increase in this item results mainly from increase in advance payments from customers.

Liabilities to bank and others (Current & Non-current Liabilities) **-** amounted to a total of USD 3,421 thousand as at September 30, 2013 compared to USD 3,650 thousand as at December 31, 2012 and USD 0 thousand as at September 30, 2012. As at September 30, 2013 these liabilities comprised of a 10 years bank loan in the amount of USD 3,214 thousand (out of which USD 360 thousand are presented as current liabilities) against a mortgage on the real estate property, repayable in monthly payments starting November 2012. The bank loan was taken in order to finance part of the industrial property construction costs. Additional USD 207 thousand (out of which USD 52 thousand are presented as current liabilities) represents the contingent consideration against the purchase of Himag Solutions Ltd.

B. Operating results

Summary of Consolidated quarterly Statements of Income
US Dollars in thousands

Payton Planar Magnetics Ltd.
Consolidated Income Statements

	Quarter 7-9/13	Quarter 4-6/13	Quarter 1-3/13	Quarter 10-12/12	Quarter 7-9/12
Sales revenues	5,608	4,926	4,186	4,502	4,063
Cost of sales	3,715	3,446	2,933	2,788	2,589
Gross profit	*1,893*	*1,480*	*1,253*	*1,714*	*1,474*
Development costs	(222)	(228)	(246)	(166)	(217)
Selling & marketing expenses	(478)	(484)	(532)	(483)	(376)
General & administrative expenses	(700)	(682)	(679)	(551)	(552)
Other (expenses) income	(77)	(147)	2	(1)	-
Operating income (loss)	*416*	*(61)*	*(202)*	*513*	*329*
Finance income, net	*34*	*16*	*52*	190	119
Profit (loss) before income taxes	*450*	*(45)*	*(150)*	*703*	*448*
Income taxes	(81)	(12)	(22)	(98)	(56)
Profit (loss) for the period	*369*	*(57)*	*(172)*	*605*	*392*
Remeasurement of defined benefit plan	-	-	-	(59)	-
Total comprehensive income (loss) for the period	*369*	*(57)*	*(172)*	*546*	*392*

General Note: The Group is exposed to erosion of the USD in relation to the NIS and to the Euro. Most of the Group's salaries and other operating costs are fixed in NIS. Revaluation of the local Israeli currency drives to an increase in labor costs and other operating costs, thus, negatively affects the operating results of the Company. The average rate of the USD with relation to the NIS in the first nine-months of 2013 went down by 5.8% compared to average rate of first nine-months of 2012 and went down by 5.6% compared to average rate of year 2012. The decrease in this rate reflects an increase in the above-mentioned costs when they are presented in USD.

Sales revenues **-** The Group's sales revenues for the nine-month period ended September 30, 2013 were USD 14,720 thousand compared with USD 13,099 thousand in the nine-month period ended September 30, 2012. Sales revenues in the third quarter of 2013 reflect increase of 14% compared to sales revenues in the second quarter of 2013, and a 38% increase compared to sales revenues in the same quarter of last year (Q3/2012).

Gross profit **-** The Group's gross profit for the nine-month period ended September 30, 2013 amounted USD 4,626 thousand (31% of sales) compared with USD 4,653 thousand (36% of sales) in the nine-month period ended September 30, 2012. The decrease in the gross profit relates to the product-mix sold during the period and to the consolidation of Himag activities characterized by lower gross margins.

Selling & marketing expenses **-** The Group's selling & marketing expenses are mainly comprised of: (1) commissions to the Group's reps' and Marketing Personnel, which are calculated as a portion of sales and of (2) other selling expenses (fixed) based on management policy. The Group's marketing efforts are concentrated through participation in major power electronic shows around the world and by collaborating with its worldwide rep's Network.

The Group's Selling & marketing expenses for the nine months ended September 30, 2013 amounted to USD 1,494 thousand compared with USD 1,245 thousand in the nine months ended September 30, 2012. The increase in these expenses is mainly due to the incorporation of Himag Planar Magnetics starting 2013.

General& Administrative expenses **-** The Group's General & Administrative expenses for the nine months ended September 30, 2013 amounted to USD 2,061 thousand compared with USD 1,774 thousand in the nine months ended September 30, 2012. The increase in these expenses relates mainly to the incorporation of Himag Planar Magnetics administrative personnel starting 2013.

Other expenses, net - Other expenses for the nine months ended September 30, 2013 amounted to USD 222 thousand.

An amount of USD 206 thousand out of these expenses arising from the transfer to the new facility in May 2013.

Income Taxes **-** the tax expenses for the nine-month period ended September 30, 2013 amounted to USD 115 thousand, whereas, tax income for the nine-month period ended September 30, 2012 amounted to USD 666 thousand. In the first nine months of year 2012 income taxes were mostly affected by the write-off of excess tax liability following a final tax assessment concluded.

3. Liquidity

A. Liquidity Ratios

The following table presents the financial ratios in the Statement of Financial Position:

Payton Planar Magnetics Ltd. Consolidated financial ratios			
	September 30, 2013	**December 31, 2012**	**September 30, 2012**
Current ratio[2]	5.33	8.99	9.10
Quick ratio[3]	4.61	7.81	7.93

[2] Current ratio calculation – Current assets / Current liabilities

[3] Quick ratio calculation – (Current assets – Inventories) / Current liabilities

B. Operating activities

Cash flows generated from operating activities for the nine-month period ended September 30, 2013 amounted USD 892 thousand, compared with cash flows generated from operating activities at the amount of USD 1,404 thousand for the nine-month period ended September 30, 2012. The decrease in this cash flows resulted mainly from the decrease in the profit for the period and of increase in trade receivable.

C. Investing activities

Cash flows used for investing activities in the nine-month period ended September 30, 2013, amounted USD 722 thousand, compared with cash flows generated from investing activities of USD 190 thousand in the nine-month period ended September 30, 2012.

During the first nine-months of 2013 the Company used most of these cash flows for building its new industrial real-estate property, which were mostly financed by materializing short-term bank deposits.

4. Financing sources

The Group financed its activities during the reported periods from its own resources and from a long term bank loan.

5. External factors effects

5.1 Revaluation/devaluation of the local Israeli currency in relation to the U.S. Dollar leads to an increase/decrease (respectively) in labor costs and other operating costs. Most of the Group’s salaries and other operating costs are fixed in NIS, therefore, the operating results of the Company are being affected.

5.2 Since the Company conducted the construction process of the industrial real-estate property, revaluation/devaluation of the local Israeli currency in relation to the U.S. Dollar lead to an increase/decrease (respectively) in the accumulated value of the building (fixed assets). All engagement with construction contractors are fixed in the local NIS, therefore costs allocated as fixed assets were affected.

5.3 Devaluation of the Euro in relation to the U.S. Dollar leads to a decrease in company’s assets in Euro.

To the best of the Board of Directors’ and management’s knowledge, except the above mentioned, there have been no significant changes in external factors that may materially affect the Company’s financial position or results of operations.

6. Statement by senior management in accordance with article 12, § 2 (3°) of the Royal Decree per 14.11.2007

Pursuant to article 12 § 2(3°) of the Royal Decree of 14 November 2007, David Yativ Chairman of the Board of Directors declares, on behalf of and for the account of Payton Planar Magnetics that, as far as is known to him,

a) The financial statements at September 30, 2013 are drawn up in accordance with IFRS and with IAS 34 "Interim Financial Reporting" as adopted by the European Union and present a true and fair view of the equity, financial situation and results of the company.

b) The report gives a true and fair view of the main events of the first nine months of year 2013, their impact on the financial statements, the main risk factors and uncertainties for the remaining months of the financial year, as well as the main transactions with related parties and their possible impact on the abbreviated financial statements.

The Company's Board of Directors wishes to thank our shareholders for their continuance trust and belief.

The Company's Board of Directors wishes to extent its sincere thanks to the entire personnel for their efforts and contribution to the Group's affairs.

Ness Ziona, November 21, 2013.

David Yativ **Chairman of the Board of Directors**	**Doron Yativ** **Director and C.E.O.**

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Review Report to the Shareholders of Payton Planar Magnetics Ltd.

Introduction

We have reviewed the accompanying financial information of Payton Planar Magnetics Ltd. and its subsidiaries comprising of the condensed consolidated interim statement of financial position as of September 30, 2013 and the related condensed consolidated interim statements of comprehensive income, changes in equity and cash flows for the nine and three-month periods then ended. The Board of Directors and Management are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34 "*Interim Financial Reporting*". Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review nothing has come to our attention that causes us to believe that the accompanying financial information was not prepared, in all material respects, in accordance with IAS 34 "Interim Financial Reporting".

Somekh Chaikin
Certified Public Accountants (Isr.)
(A Member of KPMG International)

November 21, 2013

Condensed Consolidated Interim Statement of Financial Position as at

	Note	September 30 2013 (Unaudited) $ thousands	September 30 2012 (Unaudited) $ thousands	December 31 2012 (Audited) $ thousands
Current assets				
Cash and cash equivalents		**7,671**	12,562	7,684
Short-term deposits		**7,321**	4,002	10,837
Marketable securities held for trading		**974**	1,182	1,182
Trade accounts receivable		**4,412**	3,188	3,519
Other accounts receivable		**528**	240	469
Current tax assets		**263**	162	180
Inventory		**3,288**	3,167	3,629
Total current assets		**24,457**	24,503	27,500
Non-current assets				
Long-term deposits		**-**	1,000	-
Fixed assets		**12,747**	6,761	8,110
Intangible assets	4	**1,157**	396	1,279
Deferred taxes		**145**	91	125
Total non-current assets		**14,049**	8,248	9,514
Total assets		**38,506**	32,751	37,014

David Yativ	Doron Yativ	Michal Lichtenstein
Chairman of the Board of Directors	Chief Executive Officer	V.P. Finance & CFO

November 21, 2013

Condensed Consolidated Interim Statement of Financial Position as at (cont'd)

	September 30 2013	September 30 2012	December 31 2012
	(Unaudited)	(Unaudited)	(Audited)
	$ thousands	$ thousands	$ thousands
Liabilities and equity			
Current liabilities			
Liabilities to bank and others	**412**	-	408
Trade payables	**2,561**	1,518	1,435
Other payables	**1,272**	919	879
Current tax liability	**-**	2	-
Employee benefits	**342**	253	336
Total current liabilities	**4,587**	2,692	3,058
Non-current liabilities			
Liabilities to bank and others	**3,009**	-	3,242
Employee benefits	**455**	290	399
Total non-current liabilities	**3,464**	290	3,641
Equity			
Share capital	**4,836**	4,836	4,836
Share premium	**8,993**	8,993	8,993
Retained earnings	**16,626**	15,940	16,486
Total equity	**30,455**	29,769	30,315
Total liabilities and equity	**38,506**	32,751	37,014

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

Condensed Consolidated Interim Statements of Comprehensive Income

	For the nine months ended September 30		For the three months ended September 30		Year ended December 31
	2013	2012	2013	2012	2012
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	$ thousands	$ thousands	$ thousands	$ thousands	$ thousands
Revenues	**14,720**	13,099	**5,608**	4,063	17,601
Cost of sales	**(10,094)**	(8,446)	**(3,715)**	(2,589)	*(11,234)
Gross profit	**4,626**	4,653	**1,893**	1,474	*6,367
Development costs	**(696)**	(680)	**(222)**	(217)	*(846)
Selling and marketing expenses	**(1,494)**	(1,245)	**(478)**	(376)	*(1,728)
General and administrative expenses	**(2,061)**	(1,774)	**(700)**	(552)	*(2,325)
Other expenses	**(222)**	(4)	**(77)**	-	(5)
Operating income	**153**	950	**416**	329	* 1,463
Finance income	**187**	380	**82**	124	581
Finance expenses	**(85)**	(159)	**(48)**	(5)	(170)
Finance income, net	**102**	221	**34**	119	411
Profit before income taxes	**255**	1,171	**450**	448	*1,874
Income taxes (Note 6)	**(115)**	666	**(81)**	(56)	568
Profit for the period	**140**	1,837	**369**	392	*2,442
Other comprehensive income items that will not be transferred to profit and loss					
Remeasurement of defined benefit plan	**-**	-	**-**	-	*(59)
Total other comprehensive income	**-**	-	**-**	-	*(59)
Total comprehensive income for the period	**140**	1,837	**369**	392	2,383
Basic earnings per ordinary share (in $)	**0.01**	0.10	**0.02**	0.02	*0.14

* Retrospective application – see Note 3B(1) regarding initial application of amended IAS 19, *Employee Benefits.*

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

Condensed Consolidated Interim Statement of Changes in Equity

	Share capital		Share	Accumulated	
	Number of		premium	earnings	Total
	shares	$ thousands	$ thousands	$ thousands	$ thousands
For the nine months ended September 30, 2013 (Unaudited)					
Balance at January 1, 2013	**17,670,775**	**4,836**	**8,993**	**16,486**	**30,315**
Total comprehensive income for the period					
Profit for the period	**-**	**-**	**-**	**140**	**140**
Total comprehensive income for the period	**-**	**-**	**-**	**140**	**140**
Balance at September 30, 2013	**17,670,775**	**4,836**	**8,993**	**16,626**	**30,455**
For the nine months ended September 30, 2012 (Unaudited)					
Balance at January 1, 2012	17,670,775	4,836	8,993	14,103	27,932
Total comprehensive income for the period					
Profit for the period	-	-	-	1,837	1,837
Total comprehensive income for the period	-	-	-	1,837	1,837
Balance at September 30, 2012	17,670,775	4,836	8,993	15,940	29,769
For the three months ended September 30, 2013 (Unaudited)					
Balance at July 1, 2013	**17,670,775**	**4,836**	**8,993**	**16,257**	**30,086**
Total comprehensive income for the period					
Profit for the period	**-**	**-**	**-**	**369**	**369**
Total comprehensive income for the period	**-**	**-**	**-**	**369**	**369**
Balance at September 30, 2013	**17,670,775**	**4,836**	**8,993**	**16,626**	**30,455**

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

Condensed Consolidated Interim Statement of Changes in Equity (cont'd)

	Share capital		Share premium	Accumulated earnings	Total
	Number of shares	$ thousands	$ thousands	$ thousands	$ thousands
For the three months ended September 30, 2012 (Unaudited)					
Balance at July 1, 2012	17,670,775	4,836	8,993	15,548	29,377
Total comprehensive income for the period					
Profit for the period	-	-	-	392	392
Total comprehensive income for the period	-	-	-	392	392
Balance at September 30, 2012	17,670,775	4,836	8,993	15,940	29,769
For the year ended December 31, 2012 (Audited)					
Balance at January 1, 2012	17,670,775	4,836	8,993	14,103	27,932
Total comprehensive income for the year					
Profit for the year	-	-	-	*2,442	*2,442
Other comprehensive income	-	-	-	*(59)	*(59)
Total comprehensive income for the year	-	-	-	2,383	2,383
Balance at December 31, 2012	17,670,775	4,836	8,993	16,486	30,315

* Retrospective application – see Note 3B(1) regarding initial application of amended IAS 19, *Employee Benefits.*

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

Condensed Consolidated Interim Statements of Cash Flows

	For the nine months ended September 30		For the three months ended September 30		Year ended December 31
	2013	2012	2013	2012	2012
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	$ thousands	$ thousands	$ thousands	$ thousands	$ thousands
Operating activities					
Profit for the period	**140**	1,837	**369**	392	*2,442
Adjustments to reconcile profit to net cash generated from operating activities:					
Depreciation and amortization	**548**	475	**211**	122	596
Income taxes	**115**	(666)	**81**	56	(568)
Capital loss on sale of fixed assets	**16**	4	**-**	-	5
Increase (decrease) in employee benefits	**62**	(17)	**(61)**	(130)	*116
(Increase) decrease in trade accounts receivable	**(893)**	312	**(231)**	779	(19)
(Increase) decrease in other accounts receivable	**(59)**	177	**(119)**	(48)	(52)
Decrease (increase) in inventory	**341**	(137)	**146**	65	(269)
Increase (decrease) in trade payables	**524**	142	**274**	(403)	160
Increase in other payables	**393**	107	**266**	74	67
Interest received	**47**	146	**19**	75	234
Interest paid	**(44)**	(138)	**(32)**	-	(138)
Tax paid	**(218)**	(627)	**(2)**	(184)	(779)
Finance income, net	**(80)**	(211)	**(20)**	(108)	(302)
Cash flows generated from operating activities	**892**	1,404	**901**	690	1,493
Investing activities					
Proceeds from sale of marketable securities held for trading	**205**	200	**-**	200	200
Proceeds from (investments in) short-term deposits, net	**3,558**	2,113	**(8)**	1,098	(3,766)
Investment in fixed assets	**(4,495)**	(723)	**(553)**	(340)	(2,100)
Proceeds from sale of fixed assets	**10**	37	**-**	-	37
Acquisition of business activity from related party	**-**	(1,437)	**-**	-	(1,437)
Acquisition of other business activity	**-**	-	**-**	-	(1,200)
Cash flows (used for) generated from investing activities	**(722)**	190	**(561)**	958	(8,266)
Financing activities					
Loan received from bank	**-**	-	**-**	-	3,500
Repayment of loan	**(235)**	-	**(88)**	-	(58)
Cash flows (used for) generated from financing activities	**(235)**	-	**(88)**	-	3,442
Net (decrease) increase in cash and cash equivalents	**(65)**	1,594	**252**	1,648	(3,331)
Cash and cash equivalents at beginning of the period	**7,684**	10,964	**7,397**	10,894	10,964
Effect of exchange rate fluctuations on cash held	**52**	4	**22**	20	51
Cash and cash equivalents at end of the period	**7,671**	12,562	**7,671**	12,562	7,684

* Retrospective application – see Note 3B(1) regarding initial application of amended IAS 19, *Employee Benefits.*

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

Note 1 - General

Payton Planar Magnetics Ltd. ("the Company") was incorporated in December 1992.

In May 2013 the Company moved to its new premises located at 3 Ha'avoda Street, Ness-Ziona.

The Company is a subsidiary of Payton Industries Ltd. (the "Parent Company"). In June 1998, the Company completed its initial public offering in the Euro NM.

The condensed consolidated interim financial statements of the Group as at September 30, 2013 comprise the Company and its subsidiaries (together referred as the "Group").

The Group develops, manufactures and markets planar and conventional transformers and operates abroad through its subsidiaries and distributors. Its manufacturing includes the manufacture of printed circuits.

Note 2 - Basis of Preparation

A. Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting". They do not include all the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements as at December 31, 2012 (hereinafter "annual financial statements").
These condensed consolidated interim financial statements were authorized for issue by the Group's Board of Directors on November 21, 2013.

B. Use of estimates and judgments

The preparation of interim financial statements in accordance to IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements.

Note 3 - Significant Accounting Policies

A. Except as described in B. hereunder, the accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its annual financial statements.

Note 3 - Significant Accounting Policies (cont'd)

B. Initial application of new standards

(1) Amendment to IAS 19, *Employee Benefits* (hereinafter – "the Amendment")

As from January 1, 2013 the Group applies the amendment to IAS 19. The amendment to IAS 19 introduces a number of changes to the accounting treatment of employee benefits, including the recognition of all actuarial gains and losses immediately through other comprehensive income directly to retained earnings. Furthermore, the interest that is recognized in profit or loss will be calculated on the balance of the net defined benefit liability (asset), according to the discount rate that is used to measure the liability. In addition, employee benefits will be classified as short or long term depending on when the Group expects the benefits to be wholly settled.

Following application of the amended standard the Group immediately recognized the gains/losses from remeasurement of a defined benefit program directly to retained earnings instead of to profit or loss. Consequently, comparative figures have been restated as follows:

Effect on the statement of comprehensive income:

	For the year ended December 31, 2012		
	As presented in the past (audited)	**Effect of retrospective application of IAS 19**	**As presented in these financial statements**
	$ thousands	**$ thousands**	**$ thousands**
Cost of sales	(11,248)	14	(11,234)
Gross profit	6,353	14	6,367
Development costs	(859)	13	(846)
Selling and marketing expenses	(1,740)	12	(1,728)
General and administrative expenses	(2,345)	20	(2,325)
Operating income	1,404	59	1,463
Profit before income taxes	1,815	59	1,874
Profit for the year	2,383	59	2,442
Other comprehensive income items that will not be transferred to profit or loss			
Remeasurement of defined benefit plan	-	(59)	(59)
Basic earnings per ordinary share (in $)	0.13	0.01	0.14

Note 3 - Significant Accounting Policies (cont'd)

B. Initial application of new standards (cont'd)

(2) IFRS 10, *Consolidated Financial Statements* (hereinafter - "IFRS 10")

IFRS 10 introduces a new single control model for determining whether an investee should be consolidated, which is to be implemented with respect to all investees.
De facto power is to be considered when assessing control, which means that the existence of effective control of an investee will require consolidation.
When assessing the existence of control, all substantive potential voting rights will be taken into account, and not only potential voting rights that are currently exercisable.
IFRS 10 is applicable retrospectively (other than certain relief in the transitional provisions).
The application of IFRS 10 did not have a material effect on the financial statements.

(3) IFRS 13, *Fair Value Measurement* (hereinafter - "IFRS 13")

On publication of IFRS 13 the disclosure requirements regarding fair value of financial instruments in interim financial statements were expanded. IFRS 13 is applicable on a prospective basis where the disclosure requirements need not be applied in comparative information for periods before initial application.
The standard's requirements were included in these financial statements as part of Note 7 regarding financial instruments.

Note 4 - Acquisition of Other Business Activity

Further to Note 5B to the consolidated financial statements as at December 31, 2012, a Purchase Price allocation ("PPA"), prepared by an external independent appraiser, has been completed.

The following summarizes the recognized amounts of identifiable assets acquired based on the PPA (no adjustment is required to the amounts recognized in the financial statements as at December 31, 2012):

	December 31 2012
	$ thousands
Inventories	330
Intangible assets (1)	905
Fixed assets	165
Net assets	1,400

Note 4 - Acquisition of Other Business Activity (cont'd)

(1) Intangible assets recognized as a result of the acquisition are as follows:

	Estimated useful Life	$ thousands
Production files	5 years	96
Order and purchase backlog	0.5 years	18
Brand name	4 years	71
Non-competition agreement	5 years	11
Goodwill		709
		905

Note 5 - Material Events in the Reporting Period

A. Acquisitions and disposals of Fixed Assets

(1) The investment in fixed assets during the nine-month period ended September 30, 2013 amounted USD 5,053 thousand, most of which relates to investments in the real estate property (see Note 11 to the consolidated financial statements as at December 31, 2012). This investment includes acquisition of fixed assets on credit in the amount of USD 565 thousand.

(2) Assets with a carrying amount of USD 26 thousand were disposed of during the nine-month period ended September 30, 2013, some of which were abandoned following the move to the new facility. As a result, the Group recorded a capital loss in the amount of USD 16 thousand included in other expenses in the statement of comprehensive income.

B. As noted in Note 1, in May 2013 the Company moved to its new premises.
Expenses incurred by the Company arising from the move to the new facility amounted to USD 206 thousand and USD 77 thousand for the nine-month and three-month periods ended September 30, 2013, respectively. These expenses are presented as part of other expenses in the statement of comprehensive income.

Note 6 - Income Taxes

On July 29, 2013 the Knesset passed the Law for Changes in National Priorities (Legislative Amendments for Achieving Budget Objectives in the Years 2013 and 2014) – 2013. As part of the legislation Company Tax was increased to 26.5% as from January 1, 2014.

In addition, the Law for the Encouragement of Capital Investments was amended so that the tax rate applicable to a preferred enterprise in this period in Development Area A will be 9% and the tax rate in other parts of the country will be 16%. Similarly, it was determined that the tax rate on dividends distributed to individuals and foreign residents out of preferred income will be increased to 20% as from January 1, 2014 as opposed to the current rate of 15%.

The deferred tax balances as at September 30, 2013 were calculated according to the new tax rates specified in the Law for Changes in National Priorities, at the tax rate expected to apply on the date of reversal. The effect of the change on the financial statements as at September 30, 2013 is reflected in an increase in the deferred tax asset, net in the amount of USD 15 thousand against a decrease in deferred tax expenses.

Note 7 - Financial Instruments

Fair value

The carrying amounts of financial assets and liabilities, including cash and cash equivalents, trade receivables, other receivables, other short-term investments, trade payables, other payables and liabilities to bank and others are the same or proximate to their fair value.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical instruments.
- Level 2: inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.
- Level 3: inputs that are not based on observable market data (unobservable inputs).

	September 30, 2013		
	Level 1	Level 3	Total
	$ thousands	$ thousands	$ thousands
Marketable securities held for trading	**974**	**-**	**974**
Contingent consideration	**-**	**207**	**207**

The fair value of contingent consideration is calculated at the time of the business combination using the income approach based on the expected payment amounts and their associated probabilities (i.e. probability-weighted). The liability is discounted to present value using the market interest rate at the reporting date.

Significant unobservable inputs include the expected annual sales turnover and the discount rate (16.6%). The estimate of fair value will increase as the expected annual sales turnover increases and the discount rate decreases.

As at September 30, 2013 the fair value of the contingent consideration has increased to USD 207 thousand, an increase that reflects the changes related to the time value of the liability since the date of acquisition. Therefore, the Group has recognized an amount of USD 7 thousand as financing expenses in the statement of income.