

Unitronics (1989) (R"G) Ltd.

Voting Instrument pursuant to the Companies Regulations (Written Votes and Position Statements), 5766-2005 (the "Regulations")

PART ONE

1. **Company name:** Unitronics (1989) (R"G) Ltd. (the "**Company**").
2. **Class of General Meeting, time and place of convening:** Annual and Extraordinary General Meeting of the Company's shareholders (the "**Meeting**"). The Meeting will convene at the Zaventem Sheraton Hotel, Brussels, Belgium, on Monday, December 9th, 2013, at 12:30 (Belgium time). If the Meeting is adjourned in the absence of a quorum, an adjourned meeting will be held on Monday, December 16, 2013, at the same time and place.
3. **Details of the items on the agenda on which it is allowed to vote by a voting instrument:**
 - 3.1 Approval of a compensation policy for officers of the Company pursuant to Amendment No. 20 to the Companies Law, 5759-1999 (the "**Law**"), in the wording attached as **Appendix A** to the report on the convening of the Meeting (the "**Convening Report**").

Summary of the proposed resolution: To approve the compensation policy, in the wording attached as **Appendix A** to the Convening Report, to which this voting instrument is attached.
 - 3.2 Authorization of Mr. Haim Shani to serve as Chairman of the Board in addition to his position as Company CEO, for an additional term of three years commencing on the date of expiration of the previous authorization period (on December 9, 2013), pursuant to Section 121(c) of the Companies Law and in accordance with the Company's articles.

Summary of the proposed resolution: To authorize Mr. Haim Shani to serve as Chairman of the Board of the Company, in addition to his position as Company CEO, for an additional period of three years commencing on December 9, 2013.
4. **The time and place at which the complete text of the proposed resolutions can be inspected:**

Any shareholder may, at his request, inspect the text of the proposed resolution, in the text of the immediate report issued by the Company in connection with the Meeting and the attachments thereto and in the voting instrument, at Unitronics House, 3 Arava St., Airport City, Lod, Israel, Sunday through Thursday, during regular business hours, after prior coordination with Mr. Yair Itscovich (telephone 03-9778888, fax 03-9778877), up to the day of the Meeting.

5. Majority required for passing resolutions at the Meeting on the items on the agenda:

5.1 Under Section 267A of the Law, the required majority for the approval of resolution 3.1 on the agenda is a majority of the votes of shareholders who are entitled to attend the Meeting and who participate in the vote, provided one of the following is fulfilled:

(a) The count of the majority of the votes at the Meeting must include a majority of all the votes of shareholders who are not controlling shareholders of the Company or who do not have a personal interest in the approval of the compensation policy, without taking into account abstentions of such shareholders; or alternatively

(b) The total number of dissenting votes among shareholders participating in the vote who are not controlling shareholders of the Company or who do not have a personal interest in the approval of the compensation policy, is not more than two percent (2%) of the total voting rights in the Company.

5.2 Under Section 121(c) of the Companies Law, the required majority for the approval of item 3.2 on the agenda is a majority of the votes of shareholders who are entitled to attend the Meeting and who participate in the vote, provided one of the following is fulfilled:

(a) The count of the majority of the votes must include at least two thirds of all the votes of shareholders participating in the vote who are not controlling shareholders of the Company, or anyone on their behalf, or who do not have a personal interest in the approval of the resolution, without taking into account abstentions of such shareholders; or alternatively

(b) The total number of dissenting votes among shareholders participating in the vote who are not controlling shareholders of the Company, or anyone on their behalf, or who do not have a personal interest in the approval of the resolution, is not more than two percent (2%) of the total voting rights in the Company.

6. Existence/absence of an interest

In Part Two of this voting instrument, space is allocated for marking off the existence or absence of an interest, as required by under Sections 267A and 121(c) of the Law and the regulations pursuant thereto, and for detailing such interest, if it exists, in items 3.1 and 3.2 above. It is emphasized that the vote of someone who did not mark off the existence or absence of an interest as stated, or did not provide details as stated, will not be included in the count of the votes at the Meeting.

7. Validity of the voting instrument

7.1 The voting instrument will be valid only if the certificate of title of the unregistered shareholder (i.e. a person who has shares registered with a Stock Exchange member, and those shares are included among the shares of the

Company registered in the Register of Shareholders in the name of a nominee company and/or EuroClear Belgium / Interprofessionnelle Effectendeposito – en Girokas N.V. – Caisse Interprofessionnelle de Depots et de Virements de Titres S.A., or – if the shareholder is registered in the Register of Shareholders – a photocopy of the shareholders' ID card, passport or certificate of incorporation (all the above – the "**Attached Documents**").

7.2 This voting instrument together with the Attached Documents, as aforesaid, must be submitted up to 72 hours before the time of voting. In this regard, the "date of submission" is the date on which the voting instrument and the Attached Documents reached the Company's offices at the address specified above.

8. Internet

The Company does not permit voting via the Internet.

9. Company's address for delivery of voting instruments and position statements:

The Company's offices as detailed in Section 4 above.

10. Deadline for submitting position statements to the Company:

Up to ten days after the record date, i.e. up to Monday, November 11, 2013 (the "**Deadline for Sending Shareholders' Position Statements**").

11. Deadline for submitting the Board of Directors' response to position statements:

No later than five days after the Deadline for Sending Shareholders' Position Statements.

12. Address of the Distribution Site, the website of the Tel Aviv Stock Exchange Ltd. and the Euronext website in Belgium, which contain the voting instruments and the position statements:

12.1 Distribution site of the Israel Securities Authority (the "**Distribution Site**"): <http://www.magna.isa.gov.il/>

12.2 Website of the Tel Aviv Stock Exchange Ltd.: <http://maya.tase.co.il/>

12.3 Distribution site of the Euronext Exchange in Belgium: <http://www.euronext.com/>

13. Certificates of title:

A shareholder may, if he so requested, receive the certificate of title at a branch of the Stock Exchange member or through the post. Such a request will be submitted in advance for a particular securities account.

14. Receipt of voting instruments and position statements:

An unregistered shareholder is entitled to receive by email, free of charge, a link to the text of the voting instrument and the position statements on the Distribution Site, from the Stock Exchange member through whom he holds his shares, unless he notified the Stock Exchange member that he does not wish to receive such a link, or that he wants to receive voting instruments by post against payment. A notice concerning voting instruments will apply also to the receipt of position statements.

15. Inspection of voting instruments:

One shareholder or more holding shares at a rate equivalent to five percent or more of the total voting rights in the Company, and a shareholder holding such a percentage out of the total voting rights not held by the Company's controlling shareholder as this term is defined in Section 268 of the Companies Law ("**Controlling Shareholder**"), is entitled, following the convening of the Meeting, to inspect the voting instruments as set forth in Regulation 10 of the Regulations, in person or through a proxy, at the Company's offices, during regular business hours.

15.1 The number of shares equivalent to 5% of the total voting rights in the Company is: 500,116 ordinary shares of the Company (taking into account dormant shares that do not confer voting rights).

15.2 The number of shares equivalent to 5% of the total voting rights in the Company not held by the Controlling Shareholder is: 193,138 ordinary shares of the Company (taking into account dormant shares that do not confer voting rights).

16. Manner of voting:

A shareholder will indicate his manner of voting on each item on the agenda in the second part of this voting instrument.

VOTING INSTRUMENT – PART TWO

Company Name: **Unitronics (1989) (R"G) Ltd.**

Company's address (for delivery and sending of voting instruments): Unitronics House, 3
Arava St., Airport City, Lod, Israel

Company No.: 520044199

Time of Meeting: December 9, 2013

Class of Meeting: Annual and Extraordinary General Meeting

Record Date: November 1st, 2013

Shareholder's Details

Shareholder's name: _____

ID No.: _____

If the shareholder does not have an Israeli identity card:

Passport No.: _____

Issuing country: _____

Valid until: _____

If the shareholder is a corporation:

Corporation No.: _____

Country of incorporation: _____

Manner of Voting

Number of agenda item	Manner of Voting ¹			Regarding the approval of a compensation policy for officers of the Company pursuant to Amendment No. 20 – do you have a personal interest ² ?		Regarding the authorization of Mr. Haim Shani to serve a Chairman of the Board in addition to his position as Company CEO, for an additional term of three years commencing on the date of expiration of the previous approval period – do you have a personal interest ³ ?		Are you an institutional investor ⁴ ?	
	For	Against	Abstain	Yes*	No	Yes*	No	Yes*	No
3.1									
3.2									

Date: _____

Signature: _____

Details

With respect to the approval of the compensation policy (see Section 3.1 of this voting instrument above):

Below are details on my being a "controlling shareholder" or "having a personal interest in the approval of the compensation policy" (per Section 267A of the Law):

With respect to the authorization of Mr. Haim Shani to serve as Chairman of the Board of the Company, in addition to his position as Company CEO (see Section 3.2 of this voting instrument above):

Below are details on my being a "controlling shareholder" or "having a personal interest in the approval of the resolution" (per Section 121(c) of the Law):

With respect to shareholders who hold shares through a Stock Exchange member (per Section 177(1)) – this voting instrument is valid only with a certificate of title attached to it, except in cases where the vote is via the Internet.

With respect to shareholders who hold shares through a Stock Exchange member (per Section 177(1)) – this voting instrument is valid only with a certificate of title attached to it, except in cases where the vote is via the Internet.

With respect to shareholders who are registered in the Company's shareholders' register – the voting instrument is valid with an attached photocopy of an ID card / passport / certificate of incorporation.

*Specify.

- ¹ Failure to mark off this section will be deemed as abstention in the vote on that item.
- ² The vote of a shareholder who does not complete this column or marks "yes" without an explanation will not be taken into account.
- ³ The vote of a shareholder who does not complete this column or marks "yes" without an explanation will not be taken into account.
- ⁴ As this term is defined in Regulation 1 of the Financial Services Control (Provident Funds) (Participation of a Management Company in General Meetings) Regulations, 5769-2009, and a manager of a joint investment trust fund, within the meaning of the Joint Investment Trust Law, 5754-1994.