

Unitronics (1989) (R"G) Ltd.

("The Company")

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 Thursday, September 4th, 2014, at 12:00 (Belgium time). If the Meeting is adjourned in the absence of a quorum, an adjourned meeting will be held on Thursday, September 11th, 2014, 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 Appointment of Mr. Joel Sela for an additional term as external director of the Company for a period of three years, in accordance with the Company's articles (for details on Mr. Joel Sela, see section 4.10(E) of the Company's Annual and Periodic Report for 2013, as published on March 27, 2014, Reference No: 2014-01-027369 (hereinafter – "**the Periodic Report**").

Summary of the proposed resolution: to appoint Mr. Joel Sela as external director of the Company for an additional three-year term.

3.2 Re-approval of employment agreements with Mr. Haim Shani, Chairman of the Board of Directors, CEO and controlling shareholder of the Company and Mrs. Bareket Shani, Mr. Shani's wife, director and VP of Human Resources at the Company, as specified in paragraph 3.1 of the Immediate Report on Convening an Annual Meeting (hereinafter – "**the Convening Report**"). In accordance with Section 275(A1) of the Companies Law, the Company is required to submit for re-approval once every three years, the employment agreement of controlling shareholders of the Company and their relatives. Accordingly, the remuneration committee and Board of Directors of the Company decided on May 27, 2014 and on June 30, 2014, respectively, and in another meeting of the remuneration committee and Board of Directors of the Company from July 20th, 2014, to re-approve, subject to the approval of the general meeting of Company shareholders, the above employment agreements, pursuant to said Section, such that they will continue to apply on the same terms, and subject to the amendment ~~of the terms of the equity-based compensation~~ stated in section 3.2 of the Convening Report, so that each of them will be extended by an additional three-year period with effect from the date of the meeting, until September 4th, 2017.

Summary of the proposed resolution: to re-approve the employment agreements of Mr. Haim Shani, Chairman of the Board of Directors, CEO and controlling shareholder of the Company and Mrs. Bareket Shani, Mr. Shani's wife, director and VP of Human Resources at the Company, in accordance with Section 275(A1) of the Companies Law, for an additional three-year period, until September 22, 2017.

3.3 Amendment of the Employment Agreements of Mr. Haim Shani, Chairman of the Board of Directors, CEO and controlling shareholder of the Company and Mrs. Bareket Shani, Mr. Shani's wife, director and VP of Human Resources at the Company, as specified in paragraph 3.2 of the Convening Report. In accordance with the provisions of the Company's compensation policy and its intention to conform the employment agreements of officers therein to the provisions of the remuneration committee, which was announced by the Company upon the publication of its compensation policy (for details see section 3H of an Amended Immediate Report on the Convening of an Annual and Extraordinary General Meeting dated November 17, 2013, Reference

No: 2013-01-193608), the Company, the controlling shareholder and his wife agreed to conform the terms of the equity-based compensation in the employment agreements to the provisions of the compensation policy by cancelling the provision in the employment agreements that entitles the controlling shareholder and his wife to options to acquire Company shares in an amount that is no less than 115% of the amount granted to the most senior employee of the Company after Mr. Shani and Mrs. Shani. In addition, the employment agreement of Mr. Haim Shani, shall be amended in a way that the termination of Mr. Shani's employment agreement shall no longer require the majority of 75% from the board of directors.

Summary of the proposed resolution: to approve the cancellation of the provision regarding bonus in Company stock options in the employment agreements of Mr. Haim Shani, Chairman of the Board of Directors, CEO and controlling shareholder of the Company and Mrs. Bareket Shani, director and VP of Human Resources at the Company, and to approve the elimination of the need for a majority of 75% from the board of directors to end the employment agreement of Mr. Haim Shani, all in accordance with paragraph 3.2 of the Convening Report.

3.4 Re-approval of the letters of exemption and indemnification of Mr. Haim Shani, Chairman of the Board of Directors, CEO and controlling shareholder of the Company and Mrs. Bareket Shani, Mr. Shani's wife, director and VP of Human Resources at the Company, as specified in paragraph 3.3 of the Convening Report. In accordance with Section 275(A1) of the Companies Law, the Company is required to submit for re-approval, once every three years, the letters of exemption and indemnification of controlling shareholders in the Company and their relatives. Accordingly, the Remuneration committee and Board of Directors of the Company decided on May 27, 2024 and on June 30 2014, respectively, to re-approve, subject to the approval of the General Meeting of the Company shareholders, the letters of exemption and indemnification of Mr. and Mrs. Shani, pursuant to said Section, such that each indemnification letter will be extended by an additional three-year period with effect from the date of the meeting.

Summary of the proposed resolution: to re-approve the letters of exemption and indemnification of Mr. Haim Shani, Chairman of the Board of Directors, CEO and controlling shareholder of the Company and Mrs. Bareket Shani, director and VP of Human Resources at the Company, as specified in paragraph 3.3 of the Convening Report.

4. The time and place at which the complete text of the proposed resolutions can be reviewed:

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. Details, to the best of the Company's knowledge, on the candidate for director who serves as director of the Company:

Name of candidate	Membership on committees of the Company's Board of Directors	Year in which his office as director of the Company began	Has accounting and financial expertise	Changes in relation to the details specified in the Periodic Report
Yoel Sela	Member of the Committee for Review of the Financial Statements, in the Audit Committee and in the Remuneration Committee	2008	Yes	--

6. Majority required at the General Meeting to approve the items on the agenda:

13.2 The majority required for approval of the item on the agenda set forth in paragraph 2.4 above (the appointment of Yoel Sela as an external director) is an ordinary majority of the shareholders who are entitled to attend the Meeting and who participate in the vote, provided one of the following conditions is met: (a) the majority of the votes counted at the General Meeting includes a majority of the votes of shareholders who are not controlling shareholders in the Company or do not have a personal interest in the approval of the appointment, except for a personal interest which is not the result of their relations with the controlling shareholder, who participate in the vote; the total votes of the said shareholders shall not include the abstaining votes; (b) the total number of dissenting votes among shareholders participating in the vote who are not controlling shareholders of the Company or do not have a personal interest in the approval of the appointment except for a personal interest which is not the result of relations with the controlling shareholder, is not more than two percent of the total voting rights in the Company.

13.3 The majority required for approval of the items on the agenda set forth in paragraphs 3.2 (re-approval of the employment agreements of the controlling shareholder), 3.3 (amendment of the employment agreements of the controlling shareholder) and 3.4 (re-approval of a letter of exemption and indemnification to the controlling shareholder) above, is an ordinary majority of the shareholders who are entitled to attend the Meeting and who participate in the vote, provided one of the following conditions is met: (a) the majority of the votes counted at the General Meeting includes a majority of the votes of shareholders who do not have a personal interest in the approval of the transactions, who participate in the vote; the total votes of the said shareholders shall not include the abstaining votes; (b) the total number of dissenting votes among shareholders participating in the vote who do not have a personal interest in the approval of the transactions, is not more than two percent of the total voting rights in the Company.

7. Existence/absence of an interest

Items 3.1 – 3.4 require the shareholders participating in the vote pursuant to this voting instrument to disclose the existence or absence of an interest as mandated by the provisions of the Companies Law and the Regulations thereunder. In Part Two of this voting instrument, space is allocated for marking off the existence or absence of an interest, as required by the provisions of the Companies Law and the Regulations thereunder, and for detailing such interest, if any, in items 3.1 to 3.4 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.

8. Validity of the voting instrument

8.1 The voting instrument will be valid only if the certificate of ownership 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 Effetendeposito – 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**").

8.2 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.

9. Internet

The Company does not permit voting via the Internet.

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

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

11. Deadline for submitting position statements to the Company:

Up to ten days after the record date, i.e. up to Monday, August 11, 2014 (the "**Deadline for Sending Shareholders' Position Statements**").

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

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

13. Address of the Dissemination 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:

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

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

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

14. Certificates of ownership:

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.

15. 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 Dissemination 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.

16. Review 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 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 review the voting instruments as set forth in Regulation 10 of the Regulations, in person or by proxy, at the Company's offices, during regular business hours.

16.1 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).

16.2 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).

17. Changes in the agenda:

After the publication of the voting instrument, there may be changes in the meeting's agenda, including the addition of an item on the agenda, and position statements may be published. The updated agenda and the published position statements may be reviewed in the Company's reports in the Dissemination Site.

18. Last date for submitting an amended voting instrument:

If the Company published an amended notice as stated in Regulation 5B of the Companies Regulations (Notice of a General Meeting and a Class Meeting in a Public Company and Adding an Item to the Agenda), 2000, the Company shall publish an amended text of the voting instrument pursuant to this regulation on the date of publication of the amended notice and in any case no later than July 15, 2014.

19. Manner of voting:

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

VOTING INSTRUMENT – PART II

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

Date of Meeting: September 4th, 2014

Class of Meeting: Annual and Extraordinary General Meeting

Record Date: August 1st, 2014

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 appointment of Mr. Joel Sela as external director (Section 245(A1) of the Companies Law) – are you a controlling shareholder, an interested party, do you have a personal interest in the approval of the appointment, are you a senior officer or an institutional investor ² ?		Regarding the re-approval of the employment agreements of the controlling shareholder and his wife for an additional three-year period as of the date of termination of the previous period, the approval of the amendment to the employment agreements of the controlling shareholder and his wife and the re-approval of the letters of exemption and indemnification of the controlling shareholder and his wife – do you have a personal interest ³ ?		Are you an institutional investor ⁴ ?	
	For	Against	Abstention	Yes(*)	No	Yes (*)	No	Yes	No
3.1									
3.2									
3.3									
3.4									

Date: _____

Signature: _____

Details:

Regarding the appointment of Mr. Joel Sela as external director of the Company (see paragraph 3.1 of this voting instrument above);

* Specify

¹ Failure to tick the appropriate box will be deemed as abstention from voting on that item

² The vote of a shareholder who does not fill in this column or marks “yes” without an explanation will not be taken into account. There is no need to specify personal interest in the approval of the appointment, which is not the result of a relationship with the controlling shareholder.

³ The vote of a shareholder who does not fill in this column or marks “yes” without an explanation will not be taken into account.

As this term is defined in Regulation 1 of the Financial Services Control Regulations (Provident Funds) ⁴ (Participation of a Management Company in General Meetings), 5769-2009, and a manager of a joint investment trust fund, within its meaning in the Joint Investment Trust Law, 5754-1994.

Below are details in connection with my being a controlling shareholder, an interested party, having a personal interest in the approval of the appointment, a senior officer or an institutional investor:

Regarding the re-approval of the employment agreements of the controlling shareholder and his wife for an additional three-year period as of the date of termination of the previous period, the approval of the amendment to the employment agreements of the controlling shareholder and his wife and the re-approval of the letters of exemption and indemnification of the controlling shareholder and his wife (see paragraphs 3.2-3.4 of this voting instrument above):

Below are details in connection with my having a personal interest:

With respect to shareholders who hold shares through a Stock Exchange member (pursuant to Section 177(1)) – this voting instrument is valid only with a certificate of ownership 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.