

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 Thursday, July 16, 2015, at 12:00 noon (Belgium time). If the Meeting is adjourned in the absence of a quorum, an adjourned meeting will be held on Thursday, July 23, 2015, 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. Doron Shinar as an Outside Director of the Company for a term of three years, subject to the amendment of the Company's articles, as set forth in the report on the convening of the Meeting (the "**Convening Report**") to which this notice of convening is attached. For details on Mr. Doron Shinar, see Mr. Shinar's declaration as well as the Questionnaire for a Candidate to Serve as a Company Director, which are attached to the Convening Report.

Summary of the proposed resolution: To appoint Mr. Doron Shinar as an Outside Director of the Company for a term of three years commencing on the date of approval of the appointment by the Meeting.

- 3.2. Approval of an agreement of lease from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Mrs. Bareket Shani, Mr. Shani's wife, for a period of three years commencing on August 1, 2015 (the date of expiration of the previous lease agreement), pursuant to Section 275(a) of the Companies Law. For further details on said lease agreement, see Section 3 of the Convening Notice.

Summary of the proposed resolution: To approve an agreement of lease from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Mrs. Bareket Shani, Mr. Shani's wife, for a period of three years commencing on August 1, 2015, in accordance with Section 275(a) of the Companies Law.

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 resolutions, the text of the immediate report issued by the Company in connection with the Meeting, and the attachments thereto, and the voting instrument, at Unitronics House, 3 Arava St., Airport City, Lod, Israel, Sunday through Thursday, during regular business hours, by prior arrangement with Mr. Gabriel Badusa (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 to serve as a Company Director:

Candidate's name	Membership on committees of the Company's Board of Directors	Year in which his tenure as a Director of the Company began	Accounting and financial expertise	Changes compared to the details appearing in the periodic report
Doron Shinar	--	--	Yes	--

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

- 6.1. The required majority for the approval of the item on the agenda set forth in Section 3.1 above (appointment of Mr. Doron Shinar as an Outside Director of the Company) 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 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 appointment, excluding a personal interest that does not result from the shareholder's relationship with the controlling shareholder, without taking into account abstentions of such shareholders; or (b) The total number of dissenting votes among shareholders who are not controlling shareholders of the Company or who do not have a personal interest in the approval of the appointment, excluding a personal interest that does not result from the shareholder's relationship with the controlling shareholder, is not more than two percent of the total voting rights in the Company.

6.2. The required majority for the approval of the item on the agenda set forth in Section 3.2 (approval of an agreement of lease from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Mrs. Bareket Shani, Mr. Shani's wife) 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 participating in the vote who do not have a personal interest in the approval of the transaction, without taking into account abstentions of such shareholders; or (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 transaction is not more than two percent of the total voting rights in the Company.

7. Existence/absence of an interest:

Items 3.1 and 3.2 are items that require the shareholders participating in the vote by this voting instrument to disclose the existence or absence of an interest or another characteristic of the shareholder as prescribed in the Companies Law and the regulations pursuant thereto. In Part Two of this voting instrument, space is allocated for marking off the existence or absence of an interest or other characteristic of the shareholder, as prescribed in the Companies 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 or another characteristic of the shareholder 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 there is attached to it the certificate of title of an 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 / Interprofessionelle 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**").

8.2. This voting instrument together with the Attached Documents, as aforesaid,

must be submitted to the Company up to 72 hours before the time of voting. In this regard, the time of submission is the time when 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. 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 Thursday, June 25, 2015 (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 Distribution Site, the website of the Tel Aviv Stock Exchange Ltd. and the Euronext Exchange website in Belgium, which contain the voting instruments and the position statements:

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

14. 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.

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 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.

16. 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.

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:

Following the publication of the voting instrument there may be changes in the agenda of the Meeting, including the addition of an item to the agenda, and position statements may be published. It will be possible to read the up-to-date agenda and the position statements that have been published in the Company's reports on the Distribution Site.

18. Deadline for issuing an amended voting instrument:

If the Company has published an amended notice as provided in Regulation 5B of the Companies Regulations (Notice and Announcement of a General Meeting and Class Meeting in a Public Company and Addition of an Item to the Agenda), 5760-2000, it must issue an amended text of the voting instrument pursuant to this regulation on the day of publication of the amended notice, and in any event no later than June 4, 2015.

19. 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: July 16, 2015

Class of Meeting: Annual and Extraordinary General Meeting

Record Date: June 15, 2015

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. Doron Shinar as an Outside Director (Section 245(a1) of the Companies Law) – are you a controlling shareholder, an interested party, a shareholder having a personal interest in the approval of the appointment, a senior officer or an institutional investor ² ?		Regarding the approval of an agreement of lease from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Mrs. Bareket Shani, Mr. Shani's wife, for a period of three years commencing on August 1, 2015 (the date of expiration of the previous lease agreement), pursuant to Section 275(a) of the Company's Law – 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: _____

(*) 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. There is no need to specify a personal interest in the approval of the appointment that does not result from the shareholder's relationship with the controlling shareholder.

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.

Details:

With respect to the appointment of Mr. Doron Shinar as an Outside Director of the Company (see Section 3.1 of this voting instrument above):

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

With respect to the approval of an agreement of lease from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Mrs. Bareket Shani, Mr. Shani's wife, for a period of three years commencing on August 1, 2015 (the date of expiration of the previous lease agreement), pursuant to Section 275(a) of the Companies Law (see Section 3.2 of this voting instrument above):

Below are details on my having a personal interest:

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 Register of Shareholders – the voting instrument is valid with an attached photocopy of an ID card / passport / certificate of incorporation.