

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:** Extraordinary General Meeting of the Company's shareholders (the "**Meeting**"). The Meeting will convene at the Zaventem Sheraton Hotel, Brussels, Belgium, on Monday, May 9, 2016, at 12:00 noon (Belgium time). If the Meeting is adjourned in the absence of a quorum, an adjourned meeting will be held on Monday, May 16, 2016, 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 contracting by the Company of an investment transaction with FIMI Fund (hereinafter: "**FIMI Fund**" and "**the Transaction**", respectively), as detailed in the General Meeting convening report (hereinafter: "**the convening report**") including:
 - 3.1.1. Approval of an investment transaction in the Company by FIMI Fund, in conformity with provisions of Sections 275(a) and 274 of the Companies Law, Including approval of extraordinary private offering of Company shares and allotment of 3,750,000 Company ordinary shares to FIMI Fund, as detailed in section 3.1to the convening report.

Summary of proposed resolution: Approve contracting by the Company of the Transaction described herein as a transaction in which the controlling shareholder has a personal interest in accordance with the provisions of Articles 274 and 275 (a) of the Companies Law, and signing of the Investment Agreement, and subject to closing of the Transaction, approve an exceptional private offering of Company shares and Company obligations pursuant to the Investment Agreement and other related agreements, including approve allotment of 3,750,000 Company ordinary shares to FIMI Fund, upon fulfillment of the conditions listed in the Agreement for closing of the Transaction and approve reserving for future allotment another 535,714 Company ordinary shares and allotment thereof to FIMI Fund upon fulfillment of the conditions listed in the Investment Agreement and according to its provisions and approve listing of all the aforementioned shares for trading on the Tel Aviv Stock Exchange.

- 3.1.2. Approval of an amendment to employment agreement of Mr. Haim Shani, Chairman (till the date of completion of the transaction (the: "closing date")), CEO and controlling shareholder of the Company, as detailed in section 3.9 to the convening report.

Summary of proposed resolution: Approve, subject to closing of the transaction, the amendment to Mr. Shani's employment agreement, effective as from the transaction closing date.

- 3.1.3. Amendment to the Company's Article, as detailed in section 3.10 to the convening report.

Summary of proposed resolution: Approve, subject to closing of the transaction, the amendment of Company's Article, as worded in Appendix 2.1.3 enclosed with this report, effective as from the transaction closing date.

- 3.1.4. Amendment of the Company's compensation policy.

Summary of proposed resolution: Approve, subject to closing of the transaction, the amendment of the Company's compensation policy, as worded in Appendix 2.1.4 enclosed with this report, effective as from the transaction closing date.

- 3.1.5. Appointment of Ms. Rivka Granot as external Director of the Company; Approval of remuneration to Ms. Granot as external Director of the Company; Award of Letter of Indemnification and Waiver to Ms. Granot and inclusion of Ms. Granot on the Company's Director and officer liability insurance policy.

- 3.1.5.1. It is proposed to appoint Ms. Rivka Granot, subject to closing of the Transaction, external Director of the Company for a three-year term in office, as from the closing date, in conformity with Company's Article. The declaration by Ms. Granot, whereby they fulfill the stipulated conditions for serving the Company as external Director, in conformity with provisions of sections 224b and 241(a) of the Companies Law, is enclosed with this report as **Appendix 2.1.5(a)** to the immediate report. Details of Ms. Granot in conformity with Regulations 26 and 36b(a)(10) of the Periodic and Immediate Reports Regulations are enclosed with this report as **Appendix 2.1.5(b)** to the immediate report. The Company Board of Directors, at its meeting held on March 29, 2016, determined that Ms. Granot has accounting and financial expertise.

Summary of proposed resolution: Subject to closing of the transaction, appoint Ms. Rivka Granot as external Director of the Company for a three-year term in office, as from the transaction closing date.

- 3.1.5.2. Subject to approval of the appointment of Ms. Granot as external Director of the Company, approve payment of annual remuneration and attendance remuneration to Ms. Granot, as from the effective start date of their appointment, in conformity with the Company's compensation policy and the the Corporate Regulations (Rules for remuneration and expense reimbursement for external Board members), 2000 (herein: "the **External Board Member Remuneration Regulations**") in the fix amount specified in said Regulations (and reimbursement of expenses as stated in those regulations).

Summary of proposed resolution: Subject to appointment of Ms. Granot as external Director of the Company, approve payment of annual remuneration and attendance remuneration to Ms. Granot, as from the effective start date of their appointment, in conformity with the Company's compensation policy and the External Board Member Remuneration Regulations, in the fix amount specified in said Regulations (and reimbursement of expenses as stated in those regulations).

- 3.1.6. Appointment of Messrs. Amit Ben-Zvi, Yariv Avisar and Gillon Beck as Directors of the Company; Approval of remuneration to Messrs. Avisar and Beck, as Directors of the Company; Award of Letter of Indemnification and Waiver to Messrs. Ben-Zvi, Avisar and Beck and inclusion thereof on the Company's Director and officer liability insurance policy.

- 3.1.6.1. It is proposed to appoint, subject to closing of the Transaction, Messrs. Amit Ben-Zvi, Yariv Avisar and Gillon Beck as Directors of the Company, as from the Transaction closing date through the next annual General Meeting of Company shareholders or a later date, in conformity with provisions of the amended Company's Article. The declarations provided by Messrs. Ben-Zvi, Avisar and Beck whereby they fulfill the stipulated conditions for serving the Company as Board member, in conformity with provisions of section 224b of the Companies Law, are enclosed with this report as **Appendix 2.1.6(a)(1-3)**. Information about Messrs. Ben-Zvi, Avisar and Beck in conformity with

Regulations 26 and 36b(a)(10) of the Periodic and Immediate Reports Regulations are enclosed with this report as **Appendix 2.1.6(b)(1-3)**. The Company Board of Directors, at its meeting held on March 29, 2016, determined that Messrs. Ben-Zvi and Beck has accounting and financial expertise.

Summary of proposed resolution: Subject to closing of the Transaction, appoint Mr. Amit Ben-Zvi, Mr. Yariv Avisar and Mr. Gillon Beck as Directors of the Company, as from the Transaction closing date through the next annual General Meeting of Company shareholders or a later date, in conformity with provisions of the amended Company's Article.As

- 3.1.6.2. Subject to approval of the appointment of each of Messrs. Avisar and Beck as Directors of the Company, it is proposed to approve payment of annual remuneration and attendance remuneration to each of Messrs. Avisar and Beck, as from the effective start date of their appointment, in conformity with the Company's compensation policy and the External Board Member Remuneration Regulations, in the fix amount specified in said Regulations (and reimbursement of expenses as stated in those regulations).

For more information about remuneration paid to Company Directors, see section 24 of the Company's compensation policy, as published in an immediate report convening a General Meeting dated November 17, 2013, reference no. 2013-01-193608, included herein by way of reference (herein: "**the Compensation Policy**"). Previously, the Company's Audit Committee, Board of Directors and General Meetings of Company shareholders approved from time to time (on multiple meetings between 2001 and 2008) payment to external Directors of the Company and to Directors who are not officers of the Company, of annual remuneration and attendance remuneration equal to the fixed Amount, as set forth in External Board Member Remuneration Regulations, in conformity with the relevant rating of Company equity.

Summary of proposed resolution: Subject to approval of the appointment of each of Messrs. Avisar and Beck as Directors of the Company, approve payment of annual remuneration and attendance remuneration to each of Messrs. Avisar and Beck, as from the effective start date of their appointment, in

conformity with the Company's compensation policy and the External Board Member Remuneration Regulations, in the amount specified in said Regulations (and reimbursement of expenses as stated in those regulations).

- 3.1.6.3. Subject to the appointment of each of Messrs. Ben-Zvi, Avisar and Beck as Directors of the Company, award a Letter of Indemnification and Waiver to each of Messrs. Ben-Zvi, Avisar and Beck, worded as the Letter of Indemnification in Use and to include each of Messrs. Ben-Zvi, Avisar and Beck for three years in the Company's Director and officer liability insurance policy, in conformity with the Company's compensation policy, as from their appointment date as Directors.

Summary of proposed resolution: Subject to the appointment of each of Messrs. Ben-Zvi, Avisar and Beck as Directors of the Company, award a Letter of Indemnification and Waiver to each of Messrs. Ben-Zvi, Avisar and Beck, worded as the Letter of Indemnification in Use and to include each of Messrs. Ben-Zvi, Avisar and Beck for three years in the Company's Director and officer liability insurance policy, in conformity with the Company's compensation policy, as from their appointment date as Directors.

- 3.1.7. It is proposed to approve, subject to closing of the Transaction and to appointment Mr. Ben-Zvi as Active Chairman, remuneration to Mr. Ben-Zvi as Active Chairman of the Company Board of Directors such that as from the transaction closing date, Mr. Ben-Zvi would be entitled, for his office as Active Chairman of the Company Board of Directors, to annual pay equal to 55% of the cost to the employer for the Company CEO position, plus VAT and expenses. Mr. Ben-Zvi would be paid quarterly for services rendered to the Company in the previous calendar quarter.

Summary of proposed resolution: Approve, subject to closing of the Transaction and to appointment Mr. Ben-Zvi as Active Chairman, remuneration to Mr. Amit Ben-Zvi as Active Chairman of the Company Board of Directors such that as from the transaction closing date, Mr. Ben-Zvi would be entitled, for his office as Active Chairman of the Company Board of Directors, to annual pay equal to 55% of the cost to the employer for the Company CEO position, plus VAT and expenses. Mr. Ben-Zvi would be paid quarterly for services rendered to the Company in the previous calendar quarter.

Note that the matters listed in section 3.1 above are brought for approval by the General Meeting as one.

- 3.2. Approval of employment agreements of Mr. Haim Shani and Ms. Bareket Shani, the controlling shareholder of the Company and his wife, for a further three-year term from the date of the General Meeting, in conformity with Section 275(a1) of the Companies Law, as detailed in section 4 to the convening report.

Summary of proposed resolution: Approve employment agreements of Mr. Haim Shani, Chairman (through the Transaction closing date), CEO and controlling shareholder of the Company and Ms. Bareket Shani, wife of Mr. Shani, who serves the Company as Director, Deputy CEO and VP, Human Resources, in conformity with Section 275(a1) of the Companies Law, for a further three-year term from the date of the General Meeting.

- 3.3. Approval of continued validity of letters of indemnification and waiver of Mr. Haim Shani and Ms. Bareket Shani, for an additional three years as from the date of the General Meeting, in conformity with Section 275(a1) of the Companies Law and their inclusion on the Company's Directors and officer liability insurance policy.

Summary of proposed resolution: Approve the extension of validity of letters of indemnification and waiver for Mr. Haim Shani, Chairman (through the Transaction closing date), CEO and controlling shareholder of the Company and Ms. Bareket Shani, wife of Mr. Shani, who serves the Company as Director, Deputy CEO and VP, Human Resources, worded as the Letter of Indemnification in Use, and include Mr. and Ms. Shani on the Company's Board members and officer liability insurance policy, for a further three years as from the date of the General Meeting in conformity with Section 275(a1) of the Companies Law, at terms and conditions identical to those approved for officers other than controlling shareholders of the Company and relatives thereof.

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. Gavriel 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
Rivka Granot	Intended to serve as a member of the Compensation, Audit and Financial Statements Review Committees	2016	Yes	N/A
Yariv Avisar	--	2016	No	N/A
Amit Ben-Zvi	--	2016	Yes	N/A
Gillon Beck	--	2016	Yes	N/A

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 items 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 do not have a personal interest in the approval of the transaction and who are not controlling shareholders of the Company in the approval of the appointment of the external director, excluding a personal interest that does not result from the shareholder's relationship with the controlling shareholder, participating in the vote, without taking into account abstentions of such shareholders; or (b) The total number of dissenting votes among shareholders as set forth in section (a) above, is not more than two percent of the total voting rights in the Company.

6.2. Without derogating from section 6.1 above, the required majority to approve the item specified in section 3.1.3 above, is a majority of 75% of the votes of shareholders who are entitled to attend the meeting and voting.

7. Existence/absence of an interest:

All the items above 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 all the items 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 / 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**").

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. Voting by electronic voting instrument

A non - registered shareholder is entitled to vote on the resolutions on the agenda of the Meeting specified in section 1 above, using a voting instrument that will be transferred through the electronic voting system, as defined in the voting regulations (hereinafter: the "**Electronic Voting Instrument**").

The Electronic Voting Instrument is opened for voting at the end of the Effective Date. Voting through the electronic voting system will end 6 hours prior to the time of the Meeting (namely, on Monday, May 9, 2016, at 06:00), at which time the electronic voting system will be closed.

The electronic vote will be able to be amended or canceled up to the time the electronic voting system is locked and it will not be possible to amend it after this time. If a shareholder voted in more than one manner, his latest vote will be counted. In this regard, the shareholder's vote, in person or by proxy shall be deemed later than a vote by an electronic voting instrument.

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 April 29, 2016 (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 April 14, 2016.

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: May 9, 2016

Class of Meeting: Extraordinary and General Meeting

Record Date: April 6, 2016

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: _____

Is the shareholder among one of the classes of share's owners below:¹

- | | |
|--|--------|
| 1. Interested Party ² | Yes/No |
| 2. Senior Officer ³ | Yes/No |
| 3. Institutional investor ⁴ | Yes/No |

¹ Please circle the appropriate option in each of the sections

² As defined in section 1 to the Securities Law

³ As defined in section 37(D) to the Securities Law

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.

Manner of Voting

Matters on the agenda	Manner of Voting ⁵			Are you a controlling shareholder, having a personal interest in the decision, Senior Officer or an institutional investor ⁶ ?	
	For	Against	Abstain	Yes*	No
<p>1. Approval of the transaction of the Company with FIMI Fund, as detailed in the convening report, including:</p> <p>1.1 Approve engagement by the Company of the Transaction described in section 3 to the convening report as a transaction in which the controlling shareholder has a personal interest in accordance with the provisions of Articles 274 and 275 (a) of the Companies Law, and signing of the Investment Agreement, and subject to closing of the Transaction, approve an exceptional private offering of Company shares and Company obligations pursuant to the Investment Agreement and other related agreements, including approve allotment of 3,750,000 Company ordinary shares to FIMI Fund, upon fulfillment of the conditions listed in the Agreement for closing of the Transaction and approve reserving for future allotment another 535,714 Company ordinary shares and allotment thereof to FIMI Fund upon fulfillment of the conditions listed in the Investment Agreement and according to its provisions and approve listing of all the aforementioned shares for trading on the Tel Aviv Stock Exchange.</p> <p>1.2 Approve, subject to closing of the transaction, the amendment to Mr. Shani's employment agreement, effective as from the transaction closing date.</p> <p>1.3 Approve, subject to closing of the transaction, the amendment of Company's Article, as worded in Appendix 2.1.3 enclosed with this report, effective as from the transaction closing date.</p> <p>1.4 Approve, subject to closing of the transaction, the amendment of the Company's compensation policy, as worded in Appendix 2.1.4 enclosed with this report, effective as from the transaction closing date.</p> <p>1.5 Subject to closing of the transaction, appoint Ms. Rivka Granot as external Director of the Company for a three-year term in office, as from the transaction closing date; Subject to appointment of Ms. Granot as external Director of the Company, approve payment of annual remuneration and attendance remuneration to Ms. Granot, as from the effective start date of their appointment, in conformity with the Company's compensation policy and the External Director Remuneration Regulations, in the fix amount specified in said Regulations (and reimbursement of expenses as stated in those regulations); Subject to approval of the appointment of Ms. Granot as external Director of the Company, award the Letter of Indemnification and waiver to Ms. Granot, worded as the Letter of Indemnification in use, and include Ms. Granot in the Company's Director and officer liability insurance policy, all as from the effective start date of their appointment as external Director of the Company and in conformity with the Company's compensation policy.</p>					

* Specify

⁵ Not marking shall be considered avoiding a vote on the same topic

⁶ A shareholder who shall not complete this column or who marks yes without detailing, his vote shall not be counted

Matters on the agenda	Manner of Voting ⁷			Are you a controlling shareholder, having a personal interest in the decision, Senior Officer or an institutional investor ⁸ ?	
	For	Against	Abstain	Yes*	No
1.6 Subject to closing of the Transaction, appoint Mr. Amit Ben-Zvi, Mr. Yariv Avisar and Mr. Gillon Beck as Directors of the Company, as from the Transaction closing date through the next annual General Meeting of Company shareholders or a later date, in conformity with provisions of the amended Company's Article; Subject to approval of the appointment of each of Messrs. Avisar and Beck as Directors of the Company, approve payment of annual remuneration and attendance remuneration to each of Messrs. Avisar and Beck, as from the effective start date of their appointment, in conformity with the Company's compensation policy and the External Board Member Remuneration Regulations, in the amount specified in said Regulations (and reimbursement of expenses as stated in those regulations); Subject to the appointment of each of Messrs. Ben-Zvi, Avisar and Beck as Directors of the Company, award a Letter of Indemnification and Waiver to each of Messrs. Ben-Zvi, Avisar and Beck, worded as the Letter of Indemnification in Use and to include each of Messrs. Ben-Zvi, Avisar and Beck for three years in the Company's Director and officer liability insurance policy, in conformity with the Company's compensation policy, as from their appointment date as Directors.					
1.7 Approve, subject to closing of the Transaction and to appointment Mr. Ben-Zvi as Active Chairman, remuneration to Mr. Amit Ben-Zvi as Active Chairman of the Company Board of Directors such that as from the transaction closing date, Mr. Ben-Zvi would be entitled, for his office as Active Chairman of the Company Board of Directors, to annual pay equal to 55% of the cost to the employer for the Company CEO position, plus VAT and expenses. Mr. Ben-Zvi would be paid quarterly for services rendered to the Company in the previous calendar quarter.					
2. Approve employment agreements of Mr. Haim Shani, Chairman (through the Transaction closing date), CEO and controlling shareholder of the Company and Ms. Bareket Shani, wife of Mr. Shani, who serves the Company as Director, Deputy CEO and VP, Human Resources, in conformity with Section 275(a1) of the Companies Law, for a further three-year term from the date of the General Meeting.					
3. Approve the extension of validity of letters of indemnification and waiver for Mr. Haim Shani, Chairman (through the Transaction closing date), CEO and controlling shareholder of the Company and Ms. Bareket Shani, wife of Mr. Shani, who serves the Company as Director, Deputy CEO and VP, Human Resources, worded as the Letter of Indemnification in Use, and include Mr. and Ms. Shani on the Company's Directors and officer liability insurance policy, for a further three years as from the date of the General Meeting in conformity with Section 275(a1) of the Companies Law, at terms and conditions identical to those approved for officers other than controlling shareholders of the Company and relatives thereof.					

* Specify

⁷ Not marking shall be considered avoiding a vote on the same topic

⁸ A shareholder who shall not complete this column or who marks yes without detailing, his vote shall not be counted

* Please specify if you are a controlling shareholder, having a personal interest in the decision, Senior Officer or an institutional investor

Date: _____

Signature: _____

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.