

UNITRONICS (1989) (R”G) LTD.
(the “Company”)

Proxy from a Holder of Ordinary Shares of the Company

The undersigned, holder of _____ [insert number of shares held] Ordinary Shares of the Company does hereby appoint each of Mr. Haim Shani and Adv. Nir Weissberger severally, with full power of substitution and revocation, to vote all of the Ordinary Shares of the Company which the undersigned is entitled to vote at the Annual and Special General Meeting of Shareholders of the Company to be held on October 20, 2016, and at any adjournment thereof (the “Meeting”), upon:

1. To approve that the Company’s audited Financial Statements, the Board’s report on the state of the Company’s business’ including the remuneration of the Company’s auditors for their auditing activities, as well as other activities, and the annual Periodical Report (in Barnea’s Committee form) for the year ended December 31, 2015, have been presented to the Company’s general meeting of shareholders.

FOR

AGAINST

ABSTAIN

2. To appoint Amit Halfon, CPA (ISR) and BDO Ziv Haft, CPA (ISR), jointly, as the Independent Auditors of the Company for 2016 and for the period ending on the date of publishing of the Company’s Q3/2017 financial statements and to authorize the Company’s Board of Directors to determine their remuneration; to appoint BDO Ziv Haft, CPA (ISR) as the sole Independent Auditors of the Company thereafter and until the next Annual General Meeting of the Company’s shareholders and to authorize the Company’s Board of Directors to determine their remuneration.

FOR

AGAINST

ABSTAIN

3. To reappoint Mr. Zvi Livne as a Director of the Company for an additional term of office, until the annual general meeting of the Company’s shareholders for the year 2017, in accordance with the Company’s Articles of Association.

FOR

AGAINST

ABSTAIN

4. To reappoint Mr. Gillon Beck as a Director of the Company for an additional term of office, until the annual general meeting of the Company’s shareholders for the year 2017, in accordance with the Company’s Articles of Association.

FOR

AGAINST

ABSTAIN

5. To reappoint Mr. Yariv Avisar as a Director of the Company for an additional term of office, until the annual general meeting of the Company’s shareholders for the year 2017, in accordance with the Company’s Articles of Association.

FOR

AGAINST

ABSTAIN

6. To reappoint Mr. Amit Ben-Zvi as a Director of the Company for an additional term of office, until the annual general meeting of the Company’s shareholders for the year 2017, in accordance with the Company’s Articles of Association.

FOR

AGAINST

ABSTAIN

7. To reappoint Mr. Haim Shani as a Director of the Company for an additional term of office, until the annual general meeting of the Company's shareholders for the year 2017, in accordance with the Company's Articles of Association.

FOR

AGAINST

ABSTAIN

8. To reappoint Mrs. Bareket Shani as a Director of the Company for an additional term of office, until the annual general meeting of the Company's shareholders for the year 2017, in accordance with the Company's Articles of Association.

FOR

AGAINST

ABSTAIN

9. To approve the Company's Updated Compensation Policy, attached as Exhibit G to the Company's public report of September 14, 2016 convening the Meeting, for a period of three years as of the date of the approval thereof by the Meeting.

FOR

AGAINST

ABSTAIN

In accordance with the requirements of Sections 267A and 276 of the Israeli Companies Law, 1999, the undersigned hereby represents and warrants (having been made aware that providing such representation constitutes a condition precedent for taking into account the vote of the undersigned on the matter on the agenda referred to below), that the undersigned:

HAS A PERSONAL INTEREST IN THE APPROVAL OF RESOLUTION 9
ABOVE

Instructions: Any shareholder who has a personal interest (as such term is defined under the Israeli Companies Law, 1999,) in the above resolution 9 is to indicate same by marking the above box.

The undersigned hereby acknowledges and understands that if the above box is not checked, the undersigned will be deemed to have notified the Company that he has no Personal Interest (as defined in the Companies Law) in the approval of Resolution 9 above.

Date: _____

Signature: _____

(please sign exact name of shareholder as appears in the document confirming shareholding. If share is owned in joint names, each joint owner must sign. If signing as executor, administrator, trustee, attorney or guardian, or as an officer of a corporation or general partner of a partnership, please also provide your full title).