

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, October 20, 2016, at 10:30 AM (Belgium time). If the Meeting is adjourned in the absence of a quorum, an adjourned meeting will be held on Thursday, October 27, 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:**

Approval of the revised Compensation Policy of the Company, in the wording attached as **Appendix G** to the report on the convening of a meeting ("**the Convening Report**") to which this voting instrument is attached.

Summary of the proposed resolution: To approve the revised Compensation Policy, in the wording attached as **Appendix G** to the Convening Report, for a period of three years from the date of its approval by the General Meeting of the Company's shareholders.
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. **Majority required for passing resolutions at the Meeting on the items on the agenda:**

The required majority for the approval of the item on the agenda set forth in Section 3 above, in accordance with Section 267A of the Israeli Companies Ordinance, 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 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 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.

6. **Existence/absence of an interest:**

The item set forth in Section 3 above requires 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 Israeli Companies Law, 5759-1999 ("**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 item 3 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.

7. **Validity of the voting instrument:**

7.1. 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**").

7.2. This voting instrument together with the Attached Documents, as aforesaid, must be submitted to the Company up to 4 hours before the time of voting (i.e. on Thursday, October 20, 2016, at 6:30 AM). 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.

8. Voting by an electronic voting instrument:

An unregistered shareholder may vote on the resolutions on the agenda of the Meeting detailed in Section 2 of the Convening Report by an electronic voting instrument submitted via the Electronic Voting System as defined in the Voting Regulations ("**electronic voting instrument**").

The electronic voting instrument is opened for voting at the end of the record date. Voting via the Electronic Voting System will end six hours before the time of the Meeting (i.e. – Thursday, October 20, 2016, at 4:30 AM), at which time the Electronic Voting System will be closed.

An electronic vote may be changed or cancelled up to the time of closing of the Electronic Voting System, and it may not be changed via the Electronic Voting System after that time. If a shareholder voted in more than one way, his latest vote will be counted. In this regard, voting by a shareholder in person or by proxy will be deemed later than a vote by an electronic voting instrument.

9. 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 10 days before the meeting date, i.e. up to October 10, 2016 ("**deadline for sending shareholders' position statements**").

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

No later than 5 days before the meeting date, i.e. up to October 15, 2016.

12. 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:

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 wording 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. In addition, an unregistered shareholder may direct that his certificate of title be submitted to the Company via the Electronic Voting System.

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 Israeli 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: 687,616 ordinary shares of the Company (taking into account dormant shares that do not confer voting rights).¹

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).²

¹ The Company's shares are also traded on Euronext in Brussels, Belgium. As required by the Financial Services and Markets Authority in Belgium (the FSMA), the calculation of the percentage of voting rights of the Company's shareholders must also take into account dormant shares as part of the issued and paid-up share capital of the Company, even though according to Israeli law dormant shares do not confer voting rights or any other rights. Since the source of the requirement for information in this section is the Israeli law, the Company does not provide here a calculation of the number of shares representing 5% of the total of voting rights in the Company as required by the FSMA.

² See footnote 1 above, with the necessary changes.

16. 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.

17. Deadline for issuing an amended voting instrument:

If the Company has published an amended notice as provided in Regulation 5B of the Israeli 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 wording of the voting instrument pursuant to this regulation on the day of publication of the amended notice, and in any event no later than September 28, 2016.

18. 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: October 20, 2016

Class of Meeting: Annual and Extraordinary General Meeting

Record Date: September 22, 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: _____

Does the shareholder belong to one of the following classes of shareholders:³

1. Interested party⁴ – **yes/no**
2. Senior officer⁵ – **yes/no**
3. Institutional entity⁶ – **yes/no**

³ Circle the appropriate choice in each of the sections.

⁴ As defined in Section 1 of the Israeli Securities Law.

⁵ As defined in Section 37(d) of the Israeli Securities Law.

⁶ As defined in Section 1 of the Control of Financial Services Regulations (Provident Funds) (Participation of a Management Company in a General Meeting), 5769-2009, as well as manager of a joint investment trust fund within the meaning of the Joint Investment Trust Law, 5754-1994.

Manner of Voting

Agenda Item	Manner of Voting ⁷			Are you a controlling shareholder or do you have a personal interest in the resolution? ⁸	
	For	Abstain	Against	Yes*	No
Approval of the revised Compensation Policy, in the wording attached as Appendix G to the Convening Report, for a period of three years from the date of its approval by the General Meeting of the Company's shareholders.					

* Specify.

Are you an interested party, senior officer or institutional investor? **yes/no**

Date: _____

Signature: _____

Details:

*** If you indicated that you are a controlling shareholder or have a personal interest in the resolution, specify:**

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.

⁷ Failure to mark off this section will be deemed as abstention in the vote on that item.

⁸ The vote of a shareholder who does not complete this column or marks "yes" without an explanation will not be taken into account.