



## UNITRONICS (1989) (R"G) LTD.

Tel Aviv, June 6, 2017

This information will also be posted on [www.unitronics.com/investors](http://www.unitronics.com/investors).

### **RE: Notification of delisting of Unitronics' shares from the Euronext Brussels Securities Market and their subsequent listing for trade on the Tel-Aviv Stock Exchange**

#### **Delisting**

Unitronics is currently listed on both Euronext Brussels Securities Market (**Euronext**) and the Tel Aviv Stock Exchange (**TASE**).

Unitronics has taken the decision to delist its shares with ISIN number IL0010838311 from Euronext. This delisting has been approved by Euronext on June 6, 2017.

The delisting will be effective as of July 28, 2017 (the **Effective Date**). Thereafter Unitronics' shares will continue to be traded on the TASE only.

#### **Grounds for delisting**

Trading volumes and prices on TASE have been substantially higher than those on Euronext over the last several years. Attached as Annex 1 is a table with comparative data highlighting this difference. Unitronics believes this is mainly due to the lack of simultaneous trading and common arbitrage for both markets. Unitronics is convinced that this trend adversely affects Unitronics' investors as well as the capitalization of Unitronics and is expected to persist. In addition, due to the low trading volumes of Unitronics' shares on Euronext, there is a growing illiquidity problem for investors as regards their investment. This has not remained unnoticed by several shareholders, who have informed Unitronics about their preference to have their shares transferred from Euronext to TASE. Furthermore, by delisting from Euronext, Unitronics will be able to apply a single set of legal requirements thus offering its investors the stability and reliability associated with applying consistently one set of governance and transparency rules as well as avoid the need for dual reporting, thus streamlining administrative procedures and reducing costs. Lastly, since no more than one or two shareholders physically attended the general meetings of shareholders held in Belgium, Unitronics believes that continuing to hold such meetings in Belgium would not justify the associated costs to Unitronics, nor benefit the Belgian shareholders. On the basis of the foregoing, Unitronics had decided that it is in the interest of its shareholders and the company that its shares shall be solely listed on TASE.

#### **Consequences of delisting**

Unitronics does not expect the delisting from Euronext to interfere with the fair, orderly and efficient functioning of the market, nor that the rights of the shareholders would be negatively prejudiced by the delisting. In this respect, Unitronics highlights that its shares listed on TASE will be traded on a continuous basis, while at Euronext a double call auction system is used. In principle, no sales restrictions apply for trading the shares, that are transferred from Euronext, on TASE.

Trading on TASE is supervised by the Membership and Supervision Department of TASE and the Israel Securities Authority and the protection and transparency rules which apply to the companies listed on TASE are largely similar to those applying to companies listed on Euronext.

Unitronics is however not advising any individual investor as to the tax or other legal consequences to such investor of the forgoing which such individual investor may experience depending upon its special circumstances, and urges such investors to review such matters with their specific advisors.

Following the delisting, all financial reports which are required to be made publicly available pursuant to Israeli law shall equally be made available in English on Unitronics' website, and shareholders shall be given the right to request to receive such financial reports by e-mail. Proxies for voting at shareholders meetings shall be made available on Unitronics' website as well, all for a period of at least five years from the date of delisting. The same arrangement shall apply with regards to voting ballots, as it is mandatory under Israeli law that a listed company enables its shareholders to vote on certain important resolutions in that manner (e.g. appointment and dismissal of directors, mergers and certain related party transactions). Unitronics has issued a commitment letter in light of the above, which is attached as Annex 2 hereto.

## **Delisting process**

### Transfer to TASE

For the purpose of the delisting and re-listing with TASE (the **Transaction**), no particular action or instruction will be required from the holders of Unitronics shares listed on Euronext (the **Shareholders**) or their brokers. The relationship between a Shareholder and its broker is not expected to be affected by the Transaction, since as a default such Shareholder will be able to continue to hold its position through its current broker. Furthermore, the involved brokers will be able to continue to hold their position through Euroclear Belgium.

That said, Shareholders are hereby informed that their shares will be temporarily blocked for trading on Euronext as of close of business July 27, 2017, i.e. the day before the Effective Date (and for such purpose also blocked from settlement by Euroclear Belgium, so that no further trades in these shares can take place). Until such time, Shareholders will continue to be able to buy or sell Unitronics shares via Euronext.

The shares will only be de-blocked after the shares have been admitted to trading on TASE. Unitronics anticipates the temporary blocking period to be between 1 to 5 business days.

Once the Transaction has been completed, a Shareholder may remain with its original broker, or request its broker to transfer its shares to any qualified broker of choice, regardless whether such new broker would be located in Israel or otherwise.

### Costs

Shareholders that own shares traded on Euronext at close of business on the day before the Effective Date may be charged by their current broker with costs that are in direct relation to the delisting, transfer and subsequent listing for trade on TASE (including any costs linked to the transfer of their holding of Unitronics shares to another broker once the Transaction has been completed, such as costs relating to closing of securities accounts) (the **Costs**). These Shareholders will be able to reclaim these Costs from Unitronics, up to a maximum amount of EUR 50 per Shareholder, by sending an email to the following address [euronext@unitronics.com](mailto:euronext@unitronics.com), provided that: (i) the nature of the costs and the direct link to the Transaction are described therein in a clear and detailed manner, (ii) adequate evidence that the Shareholder was a shareholder of Unitronics on the Effective Date is enclosed to the email (together with an extract of its broker indicating the details of its Unitronics shareholding), (iii) adequate evidence of these Costs is enclosed to the email (invoice of the broker), (iv) official address of the Shareholder is described in the email, together with account details to which reimbursement should be paid and (v) the email is sent within 1 calendar month from the Effective Date. Unitronics undertakes to reimburse these Costs to the respective Shareholder within 45 business days of receipt of the abovementioned email conforming to the aforesaid requirements.

## Timing

The last day of trading on Euronext will be July 27, 2017.  
The delisting will be effective July 28, 2017.

## **Post Delisting**

For a period of 5 years, further to the date of delisting, Unitronics shall:

1. publish all financial reports that are required to be made publicly available pursuant to Israeli law also in English on Unitronics' website and provide shareholders with the possibility to request to receive such financial reports by e-mail;
2. facilitate proxy voting services by making available on Unitronics' website the form of any proxy prior to any shareholders' meeting.

The initial period of 5 years, may be extended for additional 1 year periods upon the adoption of a resolution to such effect at Unitronics' general meeting of shareholders, by means of a normal majority.

Attached is a formal commitment letter signed by a duly authorized representative of Unitronics to such effect.

## **Euroclear Belgium**

Caisse Interprofessionnelle de Dépôts et de Virements de Titres SA (**Euroclear Belgium**), as current Belgian Central Securities Depository, will be involved in the Transaction as a mere intermediary without incurring any liability towards any shareholders or their brokers for any settlement delays or other additional costs directly relating to the Transaction.

## **About Unitronics**

Unitronics (1989) (R"G) Ltd. is an Israeli company that engages in the design, development, production, marketing, sale and support of industrial automation products, mainly Programmable Logic Controllers ("PLCs"). PLCs are computer-based electronic products (hardware and software), used in the command and control of machines performing automatic tasks, such as production systems and automatic systems for industrial storage, retrieval and logistics. Unitronics also engages, directly and/or through subsidiaries, in the design, construction and maintenance services in the framework of projects for automation, computerization and integration of computerized logistics systems, mainly automated warehouses and automated distribution centers. In addition, Unitronics engages, through direct and indirect wholly owned subsidiaries, in the design, development, marketing, production, construction and maintenance services of automated systems for robotic parking solutions. Unitronics' PLCs are distributed by over one hundred and sixty distributors (and a wholly owned US subsidiary) in approximately sixty countries throughout Europe, Asia, America and Africa. Unitronics' logistics systems are provided mainly to customers in Israel and in certain cases also outside Israel and its parking solutions systems are provided mainly to customers in Israel and the United States.

## **Forward Looking Statements**

This release includes forward-looking information as such term is defined in Section 32a of the Israeli Securities Law, 1968, including forecasts, assessments, estimates, expectations or other information, which relates to future events or matters, the realization of which is not certain and is not solely within Unitronics' control. Although this information is based on information available to Unitronics on the date hereof, and reflects Unitronics' intentions and assessments on that date, actual events and/or results may materially differ from those depicted in this release or indicated as possible, since their realization is affected, inter alia, by uncertainties and other factors which are not within Unitronics' control.

**Annex 1** – Comparative data regarding trades and shares' prices on TASE and on Euronext

	16.4.17-15.5.17			16.2.17-15.5.17			16.11.16-15.5.17			16.5.16-15.5.17			16.5.15-15.5.17		
	Israel - TASE (*)	Belgium - Euronext		Israel - TASE	Belgium - Euronext		Israel - TASE	Belgium - Euronext		Israel - TASE	Belgium - Euronext		Israel - TASE	Belgium - Euronext	
	A	B	A/B	A	B	A/B	A	B	A/B	A	B	A/B	A	B	A/B
Total Trade for the period (Euro)	277,163	88,227	314%	1,243,979	413,578	301%	2,616,563	661,820	395%	4,324,977	1,126,460	384%	10,041,802	3,025,026	332%
Total Trade for the period (shares)	41,733	17,010	245%	204,812	87,692	234%	463,308	155,656	298%	863,286	299,907	288%	2,354,986	934,396	252%
Daily average trade (Euro)	15,398	4,201	367%	21,824	6,565	332%	21,273	5,130	415%	17,725	4,316	411%	20,535	5,751	357%
Daily average trade (shares)	2,319	810	286%	3,593	1,392	258%	3,767	1,207	312%	3,538	1,149	308%	4,816	1,776	271%
Price per share - Max (Euro)	6.92	5.30	131%	6.92	5.30	131%	6.92	5.30	131%	6.92	5.30	131%	6.92	5.30	131%
Price per share - Min (Euro)	6.40	4.90	131%	5.74	3.86	149%	4.50	3.36	134%	3.64	2.85	128%	2.83	1.76	161%
Price per share - Avrg (Euro)	6.62	5.20	127%	6.13	4.82	127%	5.50	4.20	131%	4.90	3.64	135%	4.30	3.17	136%
Price per share - End of Period (Euro)	6.92	5.22	133%	6.92	5.22	133%	6.92	5.22	133%	6.92	5.22	133%	6.92	5.22	133%

(\*) All figures relating to Israel TASE are translated in Euro (according to the relevant exchange rate).

**Annex 2** – Commitment letter



FROM: Unitronics (1989) (R"G) Ltd.  
Unitronics Building, Ha-Arava PO Box 3000  
IL-70100 Ben Gurion Airport  
Israel  
(Unitronics)

TO: the shareholders of Unitronics that own Unitronics shares traded on Euronext Brussels Securities Market (**Euronext**) at close of business on the day before the effective date of delisting (the **Shareholders**)

## Commitment Letter

22 May 2017

RE: commitments made by Unitronics in view of the delisting of its shares under ISIN number IL0010838311 (the **Shares**) from Euronext

Dear Madam,  
Dear Sir,

We are pleased to address this commitment letter to you in view of the contemplated delisting of the Shares from Euronext on 28 July 2017 and their subsequent listing for trade on the Tel Aviv Stock Exchange. In this regard, we hereby undertake:

- (i) that all financial reports that are required to be made publicly available pursuant to Israeli law will also be published in English on Unitronics' website further to the delisting and additionally that holders of Shares will be provided with the possibility to request to receive such financial reports by e-mail;
- (ii) that all Unitronics Shareholders will have the right to vote by proxy at any Shareholders' meeting of Unitronics and that the form of such proxy will be made available to them on Unitronics' website prior to any such meeting; and
- (iii) to reimburse Euronext Shareholders for all reasonable costs charged by and paid to their current broker, that are in direct relation to the delisting, transfer and subsequent listing for trade on the Tel Aviv Stock Exchange, up to a maximum amount of EUR 50 per Shareholder, subject to the conditions as set out in the 'costs' paragraph of the press release dated on or about the date hereof, to which this commitment letter is attached.

The above commitments will come into effect upon the effective date of delisting of the Shares from Euronext (i.e. 28 July 2017), and will remain valid for a period of 5 years as from such date. The initial




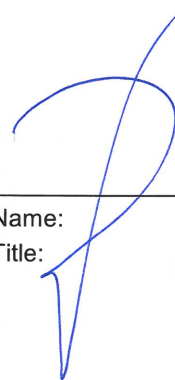
period of 5 years may be extended for additional 1 year periods upon the adoption of a resolution to such effect at Unitronics' general meeting of shareholders, by means of a normal majority.

The above commitments are made by Unitronics exclusively for the benefit of holders of Shares traded on Euronext at close of business on the day before the effective date of delisting.

Yours sincerely,

Unitronics (1989) (R"G) Ltd.

  
Name: Hem Shani  
Title: CEO

  
Name: Amit Ben-Zvi  
Title: Chairman