



UNITRONICS (1989) (R"G) LTD.

PRESS RELEASE  
Airport City, Israel  
April 8, 2019

\*\*\*Regulated Information\*\*\*  
\*\*\*For Immediate Release\*\*\*

**Re: Immediate Report on Convening of an Annual and Extraordinary General Meeting**

**Airport City, Israel – April 8, 2019** – Unitronics published the attached Report, pursuant to the requirements of Israeli law, in concerning with the Convening of an Annual General Meeting.

**About Unitronics**

Unitronics (1989) (R"G) Ltd. is an Israeli company that engages, through its Products Department, in the design, development, production, marketing and sale 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. The Company's 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. The services of the Systems Department are provided to customers in Israel and also outside Israel.

This press release contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Management of the Company as well as assumptions made by and information currently available to the Management of the Company. Such statements reflect the current views of the Company with respect to future events, the outcome of which is subject to certain risks and other factors which may be outside of the Company's control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those described herein as projected, anticipated, believed, estimated, expected or intended.

**UNITRONICS (1989) (R"G) LTD.**  
**(the "Company")**

**Re: Immediate Report on a Meeting**

Under regulation 36B(a) and (d), and Regulation 36C of the Securities Regulations (Immediate and Periodic Reports) 1970

The corporation announces the: convening of a meeting

1. Type of security: share  
Name of the entitling security: Unitronics  
Stock exchange number of the security entitling the holder thereof to participate in the meeting: 1083831  
Record date for entitlement to participate in and vote at the meeting: May 16, 2019.

2. On date: April 27 2019  
it was resolved to call a meeting: General Meeting  
which is to convene on Sunday, on date: May 16, 2018 at time: 08:00 AM

At the address: Unitronics Building, 3 Arava Street, Airport City, Lod, Israel

3. On the agenda:  
Topics/resolutions to be raised at the meeting:

1

The topic/resolution and details thereof:

Presentation of the Company's audited financial statements, the Board of Directors' report on the state of affairs of the corporation, including the fee of the Company's independent auditors for audit actions and their fee for other actions, and the periodic annual report (in the Barnea format) for the year ended December 31, 2018.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

Is the issue requires disclosure of interest or other characteristic of the voting shareholder: No

The section in the Companies Law or in the Securities Law or in another law for approval of the resolution:

Section 60 (b) of the Companies Law

The resolution on the agenda is brought: for reporting only

The majority required to approve the resolution is not a simple majority: for reporting only

-----

2

The topic/resolution and details thereof:

Re-appointment of BDO Ziv Haft, CPA as the Company's independent auditors up to the next Annual General Meeting of the Company's shareholders and authorization of the Board of Directors to set their fee.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

Is the issue requires disclosure of interest or other characteristic of the voting shareholder: No

The section in the Companies Law or in the Securities Law or in another law for approval of the resolution:

Section 154 (b) of the Companies Law

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

---

3

The topic/resolution and details thereof:

Re-appointment of Mr. Zvi Livne for an additional term of office as a Director of the Company.

Appointment or dismissal of a Director as stated in Sections 59 and 230 of the Companies Law.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

---

4

The topic/resolution and details thereof:

Re-appointment of Mr. Gillon Beck for an additional term of office as a Director of the Company.

Appointment or dismissal of a Director as stated in Sections 59 and 230 of the Companies Law.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

-----

5

The topic/resolution and details thereof:

Re-appointment of Mr. Yariv Avisar for an additional term of office as a Director of the Company.

Appointment or dismissal of a Director as stated in Sections 59 and 230 of the Companies Law.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

-----

6

The topic/resolution and details thereof:

Re-appointment of Mr. Amit Ben-Zvi for an additional term of office as a Director of the Company.

Appointment or dismissal of a Director as stated in Sections 59 and 230 of the Companies Law.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

-----

7

The topic/resolution and details thereof:

Re-appointment of Mr. Haim Shani for an additional term of office as a Director of the Company.

Appointment or dismissal of a Director as stated in Sections 59 and 230 of the Companies Law.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

---

8

The topic/resolution and details thereof:

Re-appointment of Ms. Bareket Shani for an additional term of office as a Director of the Company.

Appointment or dismissal of a Director as stated in Sections 239(b) or 245 of the Companies Law.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

---

9

The topic/resolution and details thereof:

Reappointment of Ms. Rivka Granot for an additional three-year term as an external director of the Company.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: No.

---

10

The topic/resolution and details thereof:

Approval of the employment agreements of Mr. Haim Shani and Ms. Bareket Shani for a period of three years.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: Yes

The resolution on the agenda is brought: for a vote

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: No.

---

11

The topic/resolution and details thereof:

Approval of the terms of service of Mr. Amit Harari, CEO of the Company.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

---

12

The topic/resolution and details thereof:

Approval of payment of compensation to the Chairman of the Board of Directors of the Company, Mr. Amit Ben-Zvi, for three years.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: Yes

-----  
13

The topic/resolution and details thereof:

Approval of an updated compensation policy for three years.

A transaction between the Company and a controlling shareholder of the Company as stated in Sections 275 and 320(f) of the Companies Law: No

The resolution on the agenda is brought: for a vote

The majority required to approve the resolution is: a regular majority

Is the holdings of the controlling shareholder of the Company will give to the controlling shareholder the majority required for the resolution on the subject: No.

-----

4. Attached herewith is/are the following:

Wording of a voting instrument: Yes

Position statement: No

Declaration of candidate to serve as a Director of the corporation: Yes

Declaration of Independent Director: No

Declaration of External Director: Yes

Link to the voting system website in which you can vote: [The voting system](#)

5. Quorum for holding the meeting: A quorum in accordance with the Company's Articles shall be the presence, in person or by proxy, of two shareholders who hold at least thirty percent (30%) of the total voting rights in the Company.

6. In the absence of a quorum, the adjourned meeting will be held on date: May 16, 2019 at time: 08:00 AM at the address: Unitronics Building, 3 Arava Street, Airport City, Lod, Israel.

7. Time and place when any proposed resolution whose text has not been brought in full in the specification of the agenda as set forth above may be inspected: at the Company's offices at Unitronics Building, 3 Arava Street, Airport City, Lod, Israel, Sundays through Thursdays during regular business hours, by prior arrangement with Ms. Bareket Shani.

**Respectfully,  
Unitronics (1989) (R"G) Ltd.**

