



UNITRONICS (1989) (R"G) LTD.

**PRESS RELEASE**  
**Airport City, Israel**  
**November 14, 2017**

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

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

**Airport City, Israel – November 14, 2017** – 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 also engages, through its Automated Solutions Department and/or its subsidiaries, in the design, construction and maintenance services in the framework of projects for automation, computerization and integration of computerized production and/or logistics systems, mainly automated warehouses, automated distribution centers and automated parking facilities. The Company's PLCs are distributed by over one hundred and forty distributors (and a wholly owned US subsidiary) in approximately fifty 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: November 30, 2017.

2. On date: November 14, 2017  
it was resolved to call a meeting: Annual General Meeting  
which is to convene on Thursday, on date: December 21, 2017 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, 2016.

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

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2

The topic/resolution and details thereof:

Re-appointment of BDO Ziv Haft, CPA as the Company's sole 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 simple 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

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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 simple 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

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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 simple 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

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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 simple 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

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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 simple 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

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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 simple 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

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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 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 simple 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

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4. Attached herewith is/are the following:  
Wording of a voting instrument: No  
Position statement: No  
Declaration of candidate to serve as a Director of the corporation: Yes  
Declaration of Independent Director: No  
Declaration of External Director: No

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: December 28, 2017 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.**

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

November 14, 2017

The Securities Authority  
[www.isa.gov.il](http://www.isa.gov.il)

The Tel Aviv Stock Exchange Ltd.  
[www.tase.co.il](http://www.tase.co.il)

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

An immediate report is hereby given on the convening of an Annual General Meeting of the Company's shareholders ("**the Meeting**"), having on its agenda the matters detailed below, in accordance with the Companies Law, 1999 ("**the Companies Law**"), 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), 2000, the Companies Regulations (Written Votes and Position Statements), 2005, the Companies Regulations (Proof of Title to a Share for Voting at a General Meeting), 2000, and the Securities Regulations (Periodic and Immediate Reports), 1970 ("**the Periodic and Immediate Reporting Regulations**").

**1. Time, place and agenda**

Notice is hereby given of the convening of an Annual General Meeting of the Company's shareholders ("**the Meeting**"), which is to convene on Thursday, December 21, 2017, at 8:00 AM (Israel time), at Unitronics Building, 3 Arava St., Airport City, Lod, Israel .

**2. The matters on the agenda of the Meeting and a summary of the proposed resolutions**

- 2.1 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 Committee format) for the year ended December 31, 2016.**

Summary of the proposed resolution: To confirm that 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 Committee format) for the year ended December 31, 2016, were presented to the General Meeting of the Company's shareholders.

- 2.2 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.**

On September 14, 2016 the General Meeting of the Company's shareholders approved the appointment of Amit, Halfon CPA as the Company's independent

auditors jointly with BDO Ziv Haft, CPA for the year 2016 and up to the date of publication of the financial statements for the third quarter of 2017, and also approved the continued service thereafter of BDO Ziv Haft, CPA as the Company's sole independent auditors up to the Annual General Meeting of the Company's shareholders convened by this report.

Summary of the proposed resolution: To approve the re-appointment of BDO Ziv Haft, CPA up to the next Annual General Meeting of the Company's shareholders and to authorize the Board of Directors to set their fee.

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

Re-appointment of Mr. Zvi Livne for an additional term as a Director of the Company, up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles (for details about Mr. Livne, see Section 4.10 of the periodic and annual report of the Company for 2016, as published on March 28, 2017, Reference No. 2017-01-026116 ("**2016 Report**")). Mr. Livne's declaration that he satisfies the required conditions for serving as a Director of the Company, pursuant to Section 224B of the Companies Law and Regulation 36B(a)(10) of the Periodic and Immediate Reports Regulations, is attached to this report as **Appendix A**.

During 2016, Mr. Livne's rate of attendance stood at 100% for meetings of the Board of Directors and at 100% for meetings of the committees of which he is a member. During 2017 and up to the date of publication of this report, Mr. Livne's rate of attendance at meetings of the Board of Directors and at meetings of the committees of which he is a member stood at 100%.

Subject to his re-appointment, Mr. Livne will continue to be entitled to an attendance fee and an annual fee as well as to insurance, indemnification and exemption arrangements, in accordance with the Company's Compensation Policy. For further details on the compensation paid to non-External and non-officer Directors of the Company, including Mr. Livne, see Section 24.2 of the Company's Compensation Policy, which was attached as Appendix G to the report on a convening of an annual general meeting of the Company's shareholders as published on September 14, 2016, Reference no. 201601-123325. In accordance with the foregoing, External Directors as well as non-officer Directors of the Company are entitled to an annual fee and an attendance fee in the "fixed amount" as set forth in the Second and Third Schedules to the Companies Regulations (Rules on Remuneration and Expenses of an External Director, 2000) ("**the External Directors Remuneration Regulations**") and based on the Company's relevant equity rating. For details on the insurance, indemnification and exemption arrangements, see Section 25 of the Compensation Policy.

Summary of the proposed resolution: To re-appoint Mr. Zvi Livne as a Director of the Company for an additional term up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles.

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

Re-appointment of Mr. Gillon Beck for an additional term as a Director of the Company, up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles (for details about Mr. Beck, see Section 4.10 of 2016 report). Mr. Beck's declaration that he satisfies the required conditions for serving as a Director of the Company, pursuant to Section 224B of the Companies Law and Regulation 36B(a)(10) of the Periodic and Immediate Reports Regulations, is attached to this report as **Appendix B**.

From the time of his appointment in May 2016 until the end of 2016 Mr. Beck's rate of attendance at meetings of the Board of Directors stood at 100%. During 2017 and up to the date of publication of this report, Mr. Beck's rate of attendance at meetings of the Board of Directors stood at 100%.

Subject to his re-appointment, Mr. Beck will continue to be entitled to an attendance fee and an annual fee as well as to insurance, indemnification and exemption arrangements, in accordance with the Company's Compensation Policy, as set forth in Section 2.3 above.

Summary of the proposed resolution: To re-appoint Mr. Gillon Beck as a Director of the Company for an additional term up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles.

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

Re-appointment of Mr. Yariv Avisar for an additional term as a Director of the Company, up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles (for details about Mr. Avisar, see Section 4.10 of 2016 report). Mr. Avisar's declaration that he satisfies the required conditions for serving as a Director of the Company, pursuant to Section 224B of the Companies Law and Regulation 36B(a)(10) of the Periodic and Immediate Reports Regulations, is attached to this report as **Appendix C**.

From the time of his appointment in May 2016 until the end of 2016 Mr. Avisar's rate of attendance at meetings of the Board of Directors stood at 100%. During 2017 and up to the date of publication of this report, Mr. Avisar's rate of attendance at meetings of the Board of Directors stood at 100%.

Subject to his re-appointment, Mr. Avisar will continue to be entitled to an attendance fee and an annual fee as well as to insurance, indemnification and exemption arrangements, in accordance with the Company's Compensation Policy, as set forth in Section 2.3 above.

Summary of the proposed resolution: To re-appoint Mr. Yariv Avisar as a Director of the Company for an additional term up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles.

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

Re-appointment of Mr. Amit Ben-Zvi, active Chairman of the Board, for an additional term as a Director of the Company, up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles (for details about Mr. Ben-Zvi, see section 4.10 of 2016 report). Mr. Ben-Zvi's declaration that he satisfies the required conditions for serving as a Director of the Company, pursuant to Section 224B of the Companies Law and Regulation 36B(a)(10) of the Periodic and Immediate Reports Regulations, is attached to this report as **Appendix D**.

From the time of his appointment in May 2016 until the end of 2016 Mr. Ben-Zvi's rate of attendance at meetings of the Board of Directors stood at 100%. During 2017 and up to the date of publication of this report, Mr. Ben-Zvi's rate of attendance at meetings of the Board of Directors stood at 100%.

For details on the terms of office of Mr. Ben-Zvi, including insurance, indemnification and exemption arrangements, see Sections 3.13 and 3.14 of the report on a transaction and the convening of a Meeting as published on May 2, 2016, Reference No. 2016-01-057655 and section 24.3 of the Compensation Policy.

Summary of the proposed resolution: To re-appoint Mr. Amit Ben-Zvi as a Director of the Company for an additional term up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles.

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

Re-appointment of Mr. Haim Shani, Company's CEO and the Company's controlling shareholder jointly with the FIMI Fund, for an additional term as a Director of the Company, up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles (for details about Mr. Haim Shani, see Section 4.10 of 2016 report). Mr. Shani's declaration that he satisfies the required conditions for serving as a Director of the Company, pursuant to Section 224B of the Companies Law and Regulation 36B(a)(10) of the Periodic and Immediate Reports Regulations, is attached to this report as **Appendix E**.

During 2016 as well as during 2017 and up to the date of publication of this report, Mr. Shani's rate of attendance at meetings of the Board of Directors stood at 100%.

For details on the terms of office and employment of Mr. Shani, including insurance, indemnification and exemption arrangements, see Sections 4 and 5 of the report on a

transaction and the convening of a Meeting as published on May 2, 2016, Reference No. 2016-01-057655) and Section 24.3 of the Compensation Policy.

Summary of the proposed resolution: To re-appoint Mr. Haim Shani as a Director of the Company for an additional term up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles.

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

Re-appointment of Ms. Bareket Shani, Mr. Shani's wife and the Company's Deputy CEO and VP Human Resources, for an additional term as a Director of the Company, up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles (for details about Ms. Bareket Shani, see Section 4.10 of 2016 report). Ms. Shani's declaration that she satisfies the required conditions for serving as a Director of the Company, pursuant to Section 224B of the Companies Law and Regulation 36B(a)(10) of the Periodic and Immediate Reports Regulations, is attached to this report as **Appendix F**.

During 2016 as well as during 2017 and up to the date of publication of this report, Ms. Shani's rate of attendance at meetings of the Board of Directors stood at 100%.

For details on the terms of office and employment of Ms. Shani, including insurance, indemnification and exemption arrangements, see Sections 4 and 5 of the report on a transaction and the convening of a Meeting as published on May 2, 2016, Reference No. 2016-01-057655) and Section 24.3 of the Compensation Policy.

Summary of the proposed resolution: To re-appoint Ms. Bareket Shani as a Director of the Company for an additional term up to the next Annual General Meeting of the Company's shareholders, in accordance with the Company's articles.

**3. Quorum and adjourned meeting**

A quorum in accordance with the Company's articles will be constituted when two shareholders holding at least thirty percent (30%) of the total voting rights in the Company are present, in person or by proxy. If a quorum is not present within half an hour from the time set for the General Meeting, the Meeting will be adjourned by a week, to the same day, time and place. A quorum at an adjourned Meeting will be constituted when two shareholders are present, in person or by proxy, regardless of the percentage of votes represented by them.

**4. Required majority at the Meeting**

The required majority for the approval of the matters on the agenda of the Meeting as set forth in Sections 2.1-2.8 above is a majority of the votes of shareholders who are entitled to attend the Meeting and who participate in the vote.

## 5. Eligibility to vote

- 5.1 In accordance with Section 182(b) of the Companies Law, the Companies Regulations (Written Votes and Position Statements), 2005 and the Companies Regulations (Reliefs for Companies Whose Shares Are Listed on a Stock Exchange Outside Israel), 2000, the record date will be November 30, 2017 (the "**Record Date**"), such that anyone holding shares of the Company at the end of the trading day on the Record Date will be entitled to attend the Meeting and to vote thereat, in person or by proxy. Power of attorney for participation and voting at the meeting, together with confirmation of lawful ownership of the shares by virtue of which it is given, must be deposited at the Company's offices at least 48 hours before the date of convening the general meeting. The suggested wording of the power of attorney in Hebrew and English can be found on the Company's website at <http://www.unitronics.com/publications-for-investors/>.
- 5.2 In accordance with the Companies Regulations (Proof of Title to a Share for Voting at a General Meeting), 2000 ("**the Proof of Title Regulations**"), a shareholder who has a share registered with a member of the Tel Aviv Stock Exchange Ltd., and he wishes to attend and vote at the General Meeting, will submit to the Company a certificate from the member of the Stock Exchange with whom his right in the share is registered, regarding his title to the share, on the Record Date, according to Form 1 in the Schedule to the Regulations, or alternatively will send the Company a certificate of title via the Electronic Voting System.
- 5.3 Under the Companies Law, a shareholder whose shares are registered with a member of the Stock Exchange may, if he so requested, receives the certificate of title from the member of the Stock Exchange through whom he holds his shares, at the branch of that member, or by post to his address against postage payment. Such a request must be given in advance for a particular securities account. An unregistered shareholder may also direct that his certificate of title be submitted to the Company via the Electronic Voting System.
- 5.4 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).
- 5.5 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).

## 6. Position papers

- 6.1 The deadline for submitting position papers to the Company is: December 11, 2017.
- The deadline for submitting the Board of Directors' response to the position papers is: December 16, 2017.

6.2 The wording of the position papers, as these terms are defined in Section 88 of the Companies, can be found on the website of the Israel Securities Authority (<http://www.magna.isa.gov.il/>) ("the Distribution Site"), on the website of the Tel Aviv Stock Exchange Ltd. (<http://maya.tase.co.il/>), or on the Company's website (<http://www.unitronics.com/>).

**7. Voting by an electronic voting instrument**

An unregistered shareholder may vote on the resolutions on the agenda of the Meeting detailed in Section 2 above 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. – on Thursday, December 21, 2017, at 2:00 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 later 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.

**8. The Company's representatives for dealing with the immediate report**

The Company's representative for purposes of this immediate report is Ms. Bareket Shani, the Company's Deputy CEO and VP Human Resources, at Unitronics Building, 3 Arava St., Airport City, Lod, Israel, telephone 03-9778888, fax 03-9778877.

**9. Inspection of documents**

This immediate report and the documents referred to herein, as well as the complete wording of the resolutions on the agenda, may be inspected at the Company's offices at Unitronics Building, 3 Arava St., Airport City, Lod, Israel, Sunday through Thursday, during regular business hours, by prior arrangement with Ms. Bareket Shani (telephone 03-9778888, fax 03-9778877).

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

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**Haim Shani, CEO**

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**Gavriel Badusa, CFO**

**APPENDIX A**

**DECLARATION OF CANDIDATE TO SERVE AS A DIRECTOR OF THE COMPANY –**  
**MR. ZVI LIVNE**

To:

**Unitronics (1989) (R”G) Ltd.**

**Declaration of Candidate for Office of Director in Public Company**

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, *Zvi Livne*, ID number: 010025658, address: 20 *Yohanan Hasandlar st. Haifa*, hereby declare for the purpose of my appointment as a director in the company as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Where I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company, based on the skills listed below:

**Education**

*BA, Economics and Accounting, Tel Aviv University*

*MBA, Business Management, Tel Aviv University.*

**Professional Experience**

*Senior partner at Ziv, Shifer & Co., CPA; financial and commercial consultant to several companies; Director of Unitronics Building Management and Maintenance (2003) Ltd., PML – Particle Monitoring Technologies Ltd. and Alberta Nano Monitoring Systems Ltd.*

6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Zvi Livne

August 21, 2017

( - )

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

## **Appendix A**

### **Articles 225-227A of the Companies Law, 5759-1999**

#### **Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

#### **Restriction on Appointment Due to Conviction**

**226. (a)** A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

**(a1)** A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

**(b)** The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on  
Appointment  
Due to  
Administrative  
Enforcement  
Committee  
decision**

**226A.** If the Administrative Enforcement Committee has imposed an enforcement measure on a person, which precludes him from holding office as director of a public company, such person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure; in this section “enforcement measure” and “Administrative Enforcement Committee” – as defined in section 225(b).

**Limitation of  
Appointment**

**227. (a)** A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of  
Notice**

**227A.** A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

**APPENDIX B**

**DECLARATION OF CANDIDATE TO SERVE AS A DIRECTOR OF THE COMPANY –**  
**MR. GILLON BECK**

To:

**Unitronics (1989) (R”G) Ltd.**

**Declaration of Candidate for Office of Director in Public Company**

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, *Gillon Beck*, ID number: 057382780, address: 34 *Ha'arazim st., Givat Ada*, hereby declare for the purpose of my appointment as a director in the company as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Where I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company, based on the skills listed below:

**Education**

*BSC, Industrial Engineering,( With distinction), Technion;  
MBA, Business Management, Bar Ilan University.*

**Professional Experience**

*Senior partner of FIMI fund, chairman of the board of directors at: Rivulis Irrigation, Ormat Technologies, Ham-Let (Israel-Canada), Overseas Commerce Ltd, H.R. Givon, Oxygen and Argon Works, Bet Shemesh Engines, Magal; Director of Fimi Fund Group and other companies.*

6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Gillon Beck

August 30, 2016

( - )

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

## **Appendix A**

### **Articles 225-227A of the Companies Law, 5759-1999**

#### **Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

#### **Restriction on Appointment Due to Conviction**

**226. (a)** A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

**(a1)** A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

**(b)** The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on  
Appointment  
Due to  
Administrative  
Enforcement  
Committee  
decision**

**226A.** If the Administrative Enforcement Committee has imposed an enforcement measure on a person, which precludes him from holding office as director of a public company, such person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure; in this section “enforcement measure” and “Administrative Enforcement Committee” – as defined in section 225(b).

**Limitation of  
Appointment**

**227. (a)** A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of  
Notice**

**227A.** A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

**APPENDIX C**

**DECLARATION OF CANDIDATE TO SERVE AS A DIRECTOR OF THE COMPANY –**  
**MR. YARIV AVISAR**

To:

**Unitronics (1989) (R”G) Ltd.**

**Declaration of Candidate for Office of Director in Public Company**

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, *Yariv Avisar*, ID number: 57418873, address: *Hashachaf st. P.O.B 219 Ein Sarid*, hereby declare for the purpose of my appointment as a director in the company as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Where I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company, based on the skills listed below:

**Education**

*BA, Business Administration, The Collage of Management.*

**Professional Experience**

*CEO of SCR Engineers; CEO of HP Industrial Printing; director of subsidiaries of SCR Group.*

6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Yariv Avisar

August 12, 2017

( - )

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

## **Appendix A**

### **Articles 225-227A of the Companies Law, 5759-1999**

#### **Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

#### **Restriction on Appointment Due to Conviction**

**226. (a)** A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

**(a1)** A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

**(b)** The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on  
Appointment  
Due to  
Administrative  
Enforcement  
Committee  
decision**

**226A.** If the Administrative Enforcement Committee has imposed an enforcement measure on a person, which precludes him from holding office as director of a public company, such person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure; in this section “enforcement measure” and “Administrative Enforcement Committee” – as defined in section 225(b).

**Limitation of  
Appointment**

**227. (a)** A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of  
Notice**

**227A.** A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

**APPENDIX D**

**DECLARATION OF CANDIDATE TO SERVE AS A DIRECTOR OF THE COMPANY –**  
**MR. AMIT BEN-ZVI**

**To:**

**Unitronics (1989) (R”G) Ltd.**

**Declaration of Candidate for Office of Director in Public Company**

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, *Amit Ben-Zvi*, ID number: 022644744, address: 98 Yigal Alon st. Tel Aviv, hereby declare for the purpose of my appointment as a director in the company as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Where I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company, based on the skills listed below:

**Education**

*LLB, Law, Tel Aviv University;*

*BA, Accounting, Tel Aviv University.*

**Professional Experience**

*Partner at FIMI Opportunity Funds; Director of Hadera Paper Ltd, Dimer Ltd, Mer Ltd.*

6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Amit Ben-Zvi

August 17, 2017

( - )

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

## **Appendix A**

### **Articles 225-227A of the Companies Law, 5759-1999**

#### **Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

#### **Restriction on Appointment Due to Conviction**

**226. (a)** A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

**(a1)** A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

**(b)** The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on  
Appointment  
Due to  
Administrative  
Enforcement  
Committee  
decision**

**226A.** If the Administrative Enforcement Committee has imposed an enforcement measure on a person, which precludes him from holding office as director of a public company, such person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure; in this section “enforcement measure” and “Administrative Enforcement Committee” – as defined in section 225(b).

**Limitation of  
Appointment**

**227. (a)** A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of  
Notice**

**227A.** A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

**APPENDIX E**

**DECLARATION OF CANDIDATE TO SERVE AS A DIRECTOR OF THE COMPANY –**  
**MR. HAIM SHANI**

To:

**Unitronics (1989) (R”G) Ltd.**

**Declaration of Candidate for Office of Director in Public Company**

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, *Haim Shani*, ID number: 056548142, address: 20 Bazelet st. Shoham, hereby declare for the purpose of my appointment as a director in the company as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Where I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company, based on the skills listed below:

**Education**

*High school education.*

**Professional Experience**

*CEO and Director of Unitronics (1989) (R"G) Ltd and other companies of Unitronics Group.*

6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Haim Shani

August 17, 2017

( - )

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

## **Appendix A**

### **Articles 225-227A of the Companies Law, 5759-1999**

#### **Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

#### **Restriction on Appointment Due to Conviction**

**226. (a)** A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

**(a1)** A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

**(b)** The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on  
Appointment  
Due to  
Administrative  
Enforcement  
Committee  
decision**

**226A.** If the Administrative Enforcement Committee has imposed an enforcement measure on a person, which precludes him from holding office as director of a public company, such person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure; in this section “enforcement measure” and “Administrative Enforcement Committee” – as defined in section 225(b).

**Limitation of  
Appointment**

**227. (a)** A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of  
Notice**

**227A.** A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.

**APPENDIX F**

**DECLARATION OF CANDIDATE TO SERVE AS A DIRECTOR OF THE COMPANY –**  
**MS. BAREKET SHANI**

To:

**Unitronics (1989) (R”G) Ltd.**

**Declaration of Candidate for Office of Director in Public Company**

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, *Bareket Shani*, ID number: 058136631, address: 20 Bazelet st. Shoham, hereby declare for the purpose of my appointment as a director in the company as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Where I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company, based on the skills listed below:

**Education**

*BSC, Industrial Engineering and Management, Thecnion.*

**Professional Experience**

*Deputy CEO and Chief Human Resources Officer of Unitronics (1989) (R"G) Ltd; Director of companies of Unitronics Group.*

6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Bareket Shani

August 17, 2017

( - )

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

## **Appendix A**

### **Articles 225-227A of the Companies Law, 5759-1999**

#### **Duty of Disclosure**

**225. (a)** A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

**(b)** In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

#### **Restriction on Appointment Due to Conviction**

**226. (a)** A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

**(a1)** A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

**(b)** The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on  
Appointment  
Due to  
Administrative  
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decision**

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Appointment**

**227. (a)** A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of  
Notice**

**227A.** A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.