



UNITRONICS (1989) (R" G) LTD.

**PRESS RELEASE**

**Airport City, Israel**

**July 15, 2018**

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

**Re: Immediate report on the outcome of the meeting to approve a transaction with a controlling shareholder and/or the approval of a private offering and/or approval of a dual term of Chairman and CEO and/or the appointment of an external director**

**Airport City, Israel – July 15, 2018** - Unitronics published the attached Immediate Report pursuant to the requirements of Israeli law, in connection with the outcome of the meeting to approve a transaction with a controlling shareholder and/or the approval of a private offering and/or approval of a dual term of Chairman and CEO and/or the appointment of an external director

**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")

## Immediate report on the outcome of a general meeting

Pursuant to Section 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein), 2001

Or Section 22 of the Securities Regulations (Private Offering of Securities in a Listed Company), 2000

Section 36D (b) of the Securities Regulations (Periodic and Immediate Reports), 1970

*If there were other issues on the meeting agenda, they are to be listed in Section 3*

1. At the meeting convened on *July 15, 2018*, for which notice of its convening was published in the form whose reference number is *2018-01-053395*, the following issues were raised on the agenda:

Item. No	Item Summary
1	Re-appointment of Mr. Doron Shinar for an additional term of office as a external director of the Company.
2	Approval of a lease agreement from a company controlled by Mr. Haim Shani, CEO of the Company and its controlling shareholder (jointly with the Fimi Fund) and Ms. Bareket Shani for a period of three years commencing on August 1, 2018, pursuant to section 275 (a) of the Companies Law.

**The following resolutions were adopted:**

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1

**Type of transaction / Voting Item: *Appointment of an external director***

**Item Summary: *Appointment of Mr. Doron Shinar as an external director in the Company***

**Summary of proposed resolution: *To appoint Mr. Doron Shinar as an external director in the Company for a three-year term, beginning on the date of approval of the meeting***

**The meeting resolved: *To approve***

**Number of shares/securities participating in the vote: *11,305,365***

**Number of shares/securities that voted in favor: *11,305,166***

**Number of shares/securities participating in the vote that were not classified as shares whose holders have a personal interest/shares of non-controlling shareholders or of a shareholder that has a personal interest in approving the appointment, excluding a personal interest that is not the result of associations with the controlling shareholder: *1,415,814* of which *1,415,615* voted in favor of approving the transaction and *199* voted against approval of the transaction.**

**Number of shares participating in the vote that were not classified as shares whose owners are controlling shareholders in the Company/ as shares having a personal interest in approving the resolution *1,415,814* of which *1,415,615* voted in favor of approving the transaction.**

**Number of shares/securities that voted against: *199***

Percentage of votes in favor of approval of the transaction out of the total number of voters who do not have a personal interest in the transaction/ are not controlling shareholders or have a personal interest in approving the appointment, excluding a personal interest that is not a result of associations with the controlling shareholder: **99.99%**

Percentage of votes in favor of approval of the transaction out of the total number of voters who are not controlling shareholders/do not have a personal interest in the approval of the decision: **99.99%**

Percentage of votes against from the total voting rights in the Company: **0.01%**

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2

Type of transaction / Voting Item: *Other*

**Item Summary: *Approval of a lease agreement with a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Mrs. Bareket Shani, Mr. Shani's wife, for an additional three-year period, commencing from August 1, 2018 (the date of expiry of the previous lease), pursuant to section 275(A) of the Companies Law***

**Summary of proposed resolution: *To approve a lease agreement with a company controlled by Mr. Haim Shani, the controlling shareholder of the Company, and Mrs. Bareket Shani, Mr. Shani's wife, for a period of three years commencing on August 1, 2018 in accordance with Section 275(A) of the Companies Law, pursuant to the terms of the New Lease as it is defined in the convening report.***

**The meeting resolved: *To approve***

**Number of shares/securities participating in the vote: *11,305,365***

**Number of shares/securities that voted in favor: *11,063,929***

**Number of shares/securities participating in the vote that were not classified as shares whose holders have a personal interest/shares of non-controlling shareholder or of a shareholder that has a personal interest in approving the appointment, excluding a personal interest that is not the result of associations with the controlling shareholder: *1,415,814* of which *1,174,378* voted in favor of approving the transaction and *241,436* voted against approval of the transaction.**

**Number of shares participating in the vote that were not classified as shares whose owners are controlling shareholders in the Company/ as shares having a personal interest in approving the resolution *1,415,814* of which *1,174,378* voted in favor of approving the transaction.**

**Number of shares/securities that voted against: *241,436***

**Percentage of votes in favor of approval of the transaction from the total number of voters who do not have a personal interest in the transaction/ are not controlling shareholders or have a personal interest in approving the appointment, excluding a personal interest that is not a result of associations with the controlling shareholder: *82.95%***

**Percentage of votes in favor of approval of the transaction from the total number of voters who do not have a personal interest in the transaction/are not controlling shareholders or have a personal interest in the approval of the decision: *82.95%***

**Percentage of votes against from the total voting rights in the Company: *1.76%***

2. The resolution of the meeting regarding other matters that were on its agenda:

**1: Presentation of the Company's financial statements**

In a unanimous vote of all the participants in the vote, it was resolved to approve that the audited Financial Statements of the Company, the report of the Board of Directors on the state of the corporation, including the remuneration of the Auditors of the Company for auditing activities and salary for additional activities and the Periodic Annual Report (in the form of the Barnea Commission) for the year ended December 31, 2017 were presented to the General Meeting of the Company.

**2: Re-appointment of BDO Ziv Haft, CPA as the Company's independent auditors**

In a majority of 99.99% of the participants in the vote, it was decided to approve the re-appointment of BDO Ziv Haft, CPA up to the next Annual General Meeting of the Company's shareholders and authorization of the Board of Directors to set their fee.

**3: Re-Appointment of Mr. Zvi Livne for an additional term as director of the company**

In a majority of 95.29% of the participants in the vote, it was decided to approve re-appointment of Mr. Zvi Livne for an additional term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

**4: Re-Appointment of Mr. Gillon Beck for an additional term as director of the company**

In a majority of 95.29% of the participants in the vote, it was decided to approve re-appointment of Mr. Gillon Beck for an additional term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

**5: Re-Appointment of Mr. Yariv Avisar for an additional term as director of the company**

In a majority of 95.29% of the participants in the vote, it was decided to approve re-appointment of Mr. Yariv Avisar for an additional term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

**6: Re-Appointment of Mr. Amit Ben-Zvi for an additional term as director of the company**

In a majority of 95.29% of the participants in the vote, it was decided to approve re-appointment of Mr. Amit Ben-Zvi for an additional term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

**7: Re-Appointment of Mr. Haim Shani for an additional term as director of the company**

In a majority of 95.29% of the participants in the vote, it was decided to approve re-appointment of Mr. Haim Shani for an additional term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

**8: Re-Appointment of Ms. Bareket Shani for an additional term as director of the company**

In a majority of 95.29% of the participants in the vote, it was decided to approve re-appointment of Ms. Bareket Shani for an additional term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

3. Details of the voters at the meeting that are institutions, have a personal interest or are senior officers:

*The form contains up to 40 rows (each single row for the data of one holder of securities that voted in the meeting). In the event that the number of voters is higher than 40, continue to enter the data for the additional voters on an additional form.*

- \_\_\_\_\_ file. The file shall include the data required on this form for each voter.
- The voting details are in accordance with the serial numbers listed in section 1 above:

Serial No.	Item Number on the Agenda	Family Name of Holder of Shares or Securities/Name of Corporation (Hebrew) (1)	First Name of Holder of Shares or Securities	Number of Securities	Personal Interest (2)	Manner of Voting	Proxy/Power of Attorney
1	Item						

**Explanations:**

- (1) Enter the full name as registered with the Registrar of Companies or on the ID card .
- (2) Whether the shareholder or the holder of securities has a personal interest or if the power of attorney has a personal interest.

The data in this column of the table shall be entered according to the following details:

- \* Regarding the approval of the dual role of Chairman and CEO (pursuant to section 121 (c) of the Companies Law) – a voter who is a controlling shareholder or a voter who has a personal interest in the approval of the resolutions shall enter “Yes”;
- \* Regarding the appointment of an external Director (pursuant to section 239 (b) of the Companies Law) - a voter who is a controlling shareholder or a voter who has a personal interest in the approval of the appointment that is not the result of an association with the controlling shareholder shall enter “Yes”;
- \* Regarding an exceptional transaction with a controlling shareholder or if the controlling shareholder has a personal interest therein (pursuant to section 275 of the Companies Law) - a voter who has a personal interest in the approval of the transaction shall enter “Yes”;
- \* Regarding a resolution pursuant to section 350 of the Companies Law, or a resolution to amend the Deed of Trust at a meeting of certificate holders of liability – a voter who has a personal interest in accordance with the resolution shall enter "Yes".

*The form contains up to 40 rows (each single row for the data of one holder of securities that*

<p><b>1</b></p> <p>Family name of shareholder or holder of securities (Hebrew) / Corporation name (Hebrew): _____</p> <p>First name of shareholder or holder of securities (Hebrew): _____</p> <p>Family name of shareholder or holder of securities / Corporation name (English): _____</p> <p>First name of shareholder or holder of securities (English): _____</p> <p>ID number type: _____</p> <p>ID number: _____</p> <p>Participation in the meeting is by virtue of holding securities the number of which is:</p>
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\_\_\_\_\_

Place of incorporation of the shareholder or holder of securities / country of passport:  
\_\_\_\_\_

Name of attorney in fact: \_\_\_\_\_

Type of ID number of attorney in fact: \_\_\_\_\_

ID number of attorney in fact: \_\_\_\_\_

Country of passport: \_\_\_\_\_

If the company has knowledge of any connection between the voter (who does not have a personal interest) and the Company or any of its controlling shareholders, including employee-employer relationships, business relationships, etc. – provide details of their nature: \_\_\_\_\_

This report is being filed further to the report/s set forth below:

Report	Date of Publication	Reference No.

Respectfully,

Unitronics (1989) (R"G) Ltd.

**Unitronics (1989) (R"G) Ltd.**  
**(the "Company")**

**Details of voters in the shareholders' meeting of the Company from July 15, 2018, which are institutional investors, interested parties or senior officers**

<b>Participant Name</b>	<b>Number of Shares</b>	<b>Voting letter/Proxy/Electronic Voting</b>	<b>Appointment of Mr. Dorom Shinar as an External Director</b>	<b>Approval of a lease agreement with a company controlled by Messrs. Shani</b>	<b>Personal Interest/Instiutional investors/Senior officers</b>
Haim Shani	3,014,551		For	For	V
FIMI Israel Opportunity Five, Limited Partenership	3,632,983	Voting letter	For	For	V
FIMI Opprtunity Five (DELAWARE) Limited Partenership	3,242,017	Voting letter	For	For	V
Kesem KTF LTD	3,500	Electronic Voting	For	Against	V
Migdal Trust Funds Ltd	18,789	Electronic Voting	For	For	V
Epsilon Investment House	86,446	Electronic Voting	For	Against	V
Harel PIA mutual Funds Ltd.	95,655	Electronic Voting	For	Against	V
Modulim Mutual Funds Ltd.	261,200	Electronic Voting	For	For	V
Tamir Fishman Mutual Funds Ltd.	10,968	Electronic Voting	For	For	V
Psagot Investment House LTD	4,363	Electronic Voting	For	Against	V
Alumut Mutual Funds Management Ltd.	42,601	Electronic Voting	For	Against	V
Halman Aldubi investment house ltd	8,372	Electronic Voting	For	Against	V